

A full-page illustration of Spider-Man in his classic red and blue suit, suspended in a web. He is looking directly at the viewer. The background is a mix of green and red brick textures. The entire cover is framed by a red border with a repeating spider icon pattern. Two large, blue, segmented mechanical arms are visible on the left and right sides, reaching towards the top. The title 'ULTIMATE SPIDER-MAN' is at the top, and 'DOUBLE TROUBLE' is at the bottom.

ULTIMATE SPIDER-MAN

VOL
3

VOL
3

DOUBLE TROUBLE

© 2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM



“ULTIMATE SPIDER-MAN is a brilliant ‘re-imagining’ that follows a younger and slightly hipper Peter Parker easing into the role of hero for the first time.”

— Cinescape

Continuing the red-hot series by super-scribe **Brian Michael Bendis** (Alias, Powers) and veteran penciler **Mark Bagley** (Thunderbolts, Amazing Spider-Man)!

As if juggling high school and superheroics weren't enough, Peter Parker now must contend with the deranged Dr. Otto Octavius — out to kill everyone and anyone associated with the accident that grafted monstrous metal tentacles to his body. And that includes Peter!

Plus: From the bleak Australian outback emerges the most dangerous man alive — Kraven the Hunter! His vow: to bag America's most elusive prey — Spider-Man!

It's the biggest battle of the young wall-crawler's fledgling career as Spidey takes on the terrifying tag team of Doctor Octopus and Kraven...on live TV!

Collecting Ultimate Spider-Man #14-21.

MARVEL

A full-page illustration of Spider-Man in his red and blue suit, suspended in a web. He is looking down at the viewer. The background is a brick wall with a large, irregular hole. The entire page is framed by a red border. The title 'ULTIMATE SPIDER-MAN' is at the top, and 'DOUBLE TROUBLE' is at the bottom. There are small spider logos in the corners and along the sides.

ULTIMATE SPIDER-MAN

VOL
3

VOL
3

DOUBLE TROUBLE

© 2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

ULTIMATE

SPIDER-MAN

ISSUE
14
DOCTOR OCTOPUS



BENDIS
BAGLEY
THIBERT

MARVEL

(c) 2010 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM

70 YEARS OF MARVEL COMICS

WWW.MARVEL.COM

(c) 2010 Marvel Characters, Inc. All rights reserved.

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.









WHY DID YOU
CALL ME DOCTOR
OCTOPUS ?!!!?





Man, I hate pep rally.

Yeah--how come all this makes me feel like, everything but peppy?

I'd rather be at work. I am so broke it's sickening.



Me too.



Well, sure, but you got a cool job.

At a newspaper? Come on, are you kidding me? I work at the freakin' Cinnabon.

I do?

Yo man, I think I hate that super hero assignment.

What does it have to do with anything?

Yeah, and could you believe she told us to come to school dressed as mutants?

I mean, how tacky is that? Crunchy Granola lady needs to cut back on the wheat germ.



I mean, I never thought I'd be saying this--but can't we just do math or something?

Well, at least its better than reading.

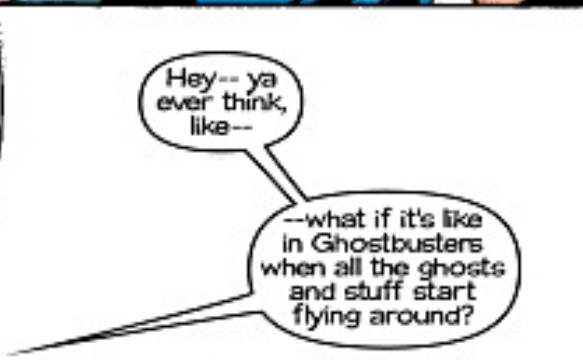
My brain can't take any more. My brain is full...

Anyone gonna go as Spider-Man?

Dude--you are so gay for Spider-Man.

Shut up.

I'm gonna go as a mutant. A big, horny mutant.







How do you think the dinosaurs felt that moment just before the meteor hit?

I mean--they were just, like, standing around and all of a sudden it's like: oh @#!\$, we're extinct.

I mean, that's what's going on, right? That's what you're worried about.

We're extinct.



All of a sudden 'it's if you don't fly--you don't survive.'

I mean, there's, like, a guy now who can walk on walls? What's that about?

And now you have to think about that fact every day of your life. The fact that you can't.



But--like, then I think about it like this: I think maybe the difference between us and the dinosaurs is--we know.

They didn't know--they didn't have a chance. But we know there are things in this world more powerful than us.

But the real question is: what are us normal people--what are we going to do without powers?

But see? What is, like, 'powers' anyhow? This dude right here is stronger than me, does that make him super-powered? See?



'Cause I have a theory--that, like, whatever you do... is your super power.

You play guitar? Football? Math? Whatever you do--whatever makes you--you.

That's your power.



And I think -- I think in this new world you're just going to be forced to do what it is that you do as best you can...

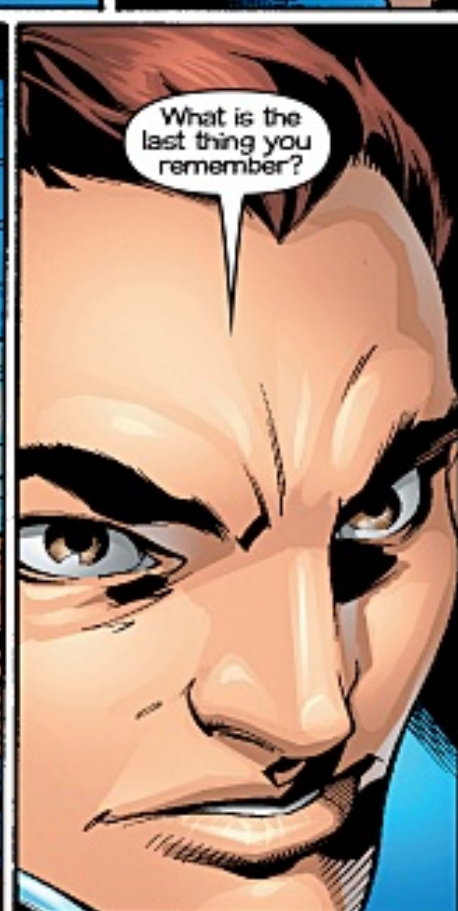
...or you ain't going to make it.



So maybe you won't ever have, like, super mutant powers -- all that means is no more sitting on your fat butt watching cartoons.

It's all going to be about what can you do that another can't.









Let's go,
Seniors, let's
go!!

Let's go,
Seniors, let's
go!!

TIGERS
RULE

JUNIOR
JAIL



Let's go,
Seniors, let's
go!!

Let's go,
Seniors, let's
go!!

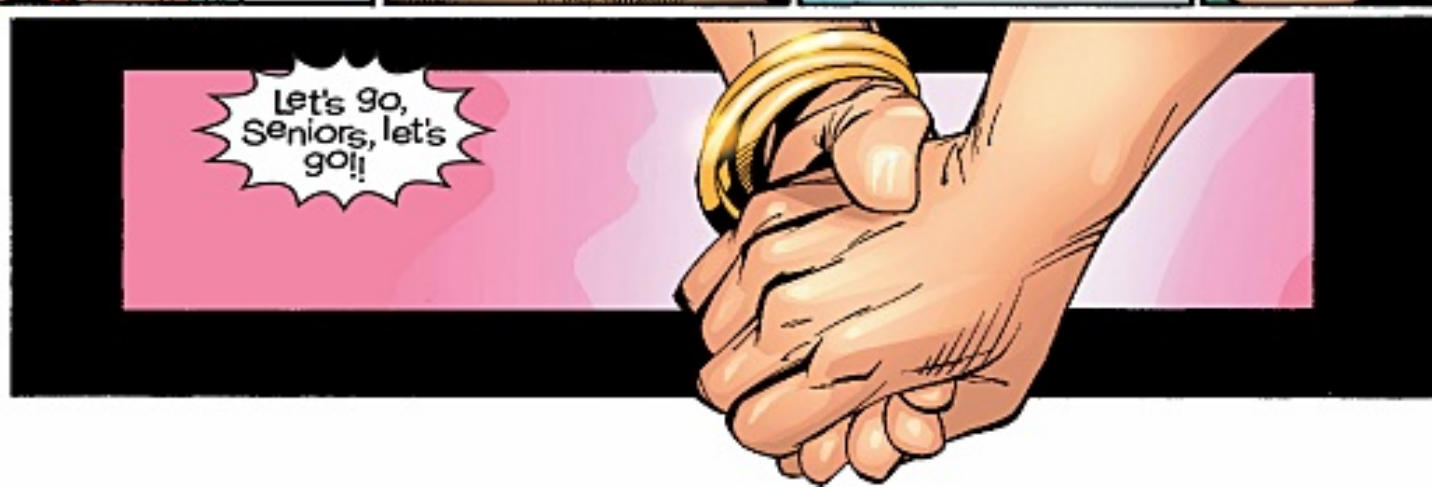
Let's go,
Seniors, let's
go!!



I can't hear you,
Sophomores!!

Let's go,
Seniors, let's
go!!

Let's go,
Seniors, let's
go!!







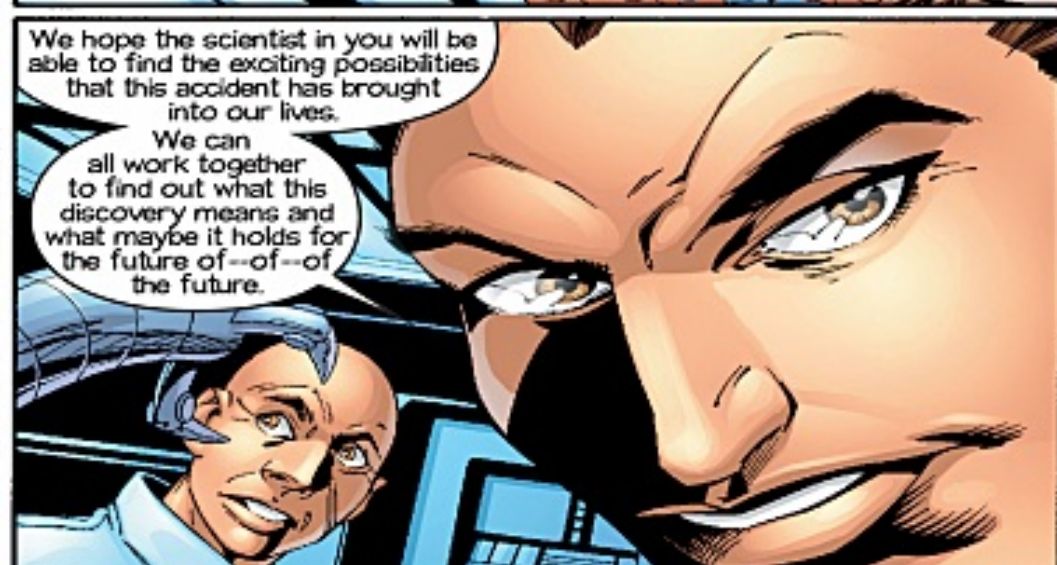
We are just now beginning to understand the genetics of what has happened. There's a paper by Dr. Reed--



I know this is a devastating thing to discover--

--and Doctor Lange is here to talk to you about it.

Help you through with it.



We hope the scientist in you will be able to find the exciting possibilities that this accident has brought into our lives.

We can all work together to find out what this discovery means and what maybe it holds for the future of--of--of the future.









Whoa...



ULTIMATE SPIDER-MAN

ISSUE
15
CONFRONTATIONS

BENDIS
BAGLEY
THIBERT

MARVEL



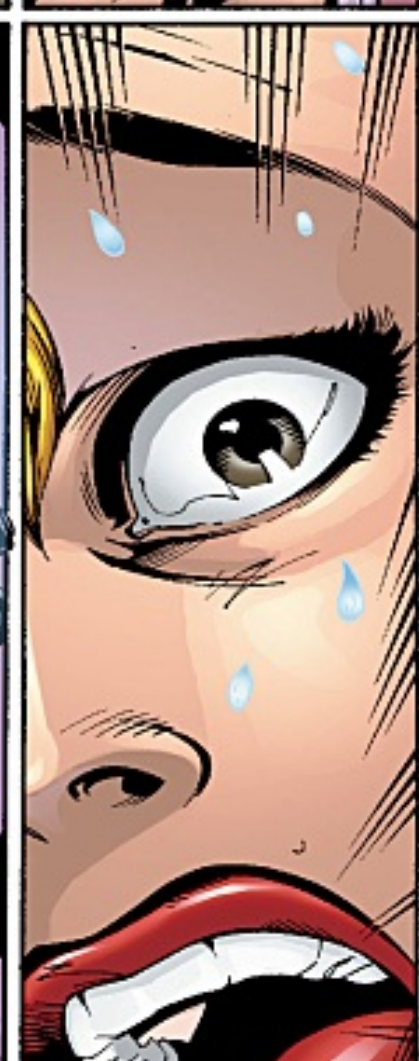
70 YEARS OF MARVEL COMICS

WWW.MARVEL.COM

(c) 2010 Marvel Characters, Inc. All rights reserved.

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.





Peter Parker
is Spider-Man.

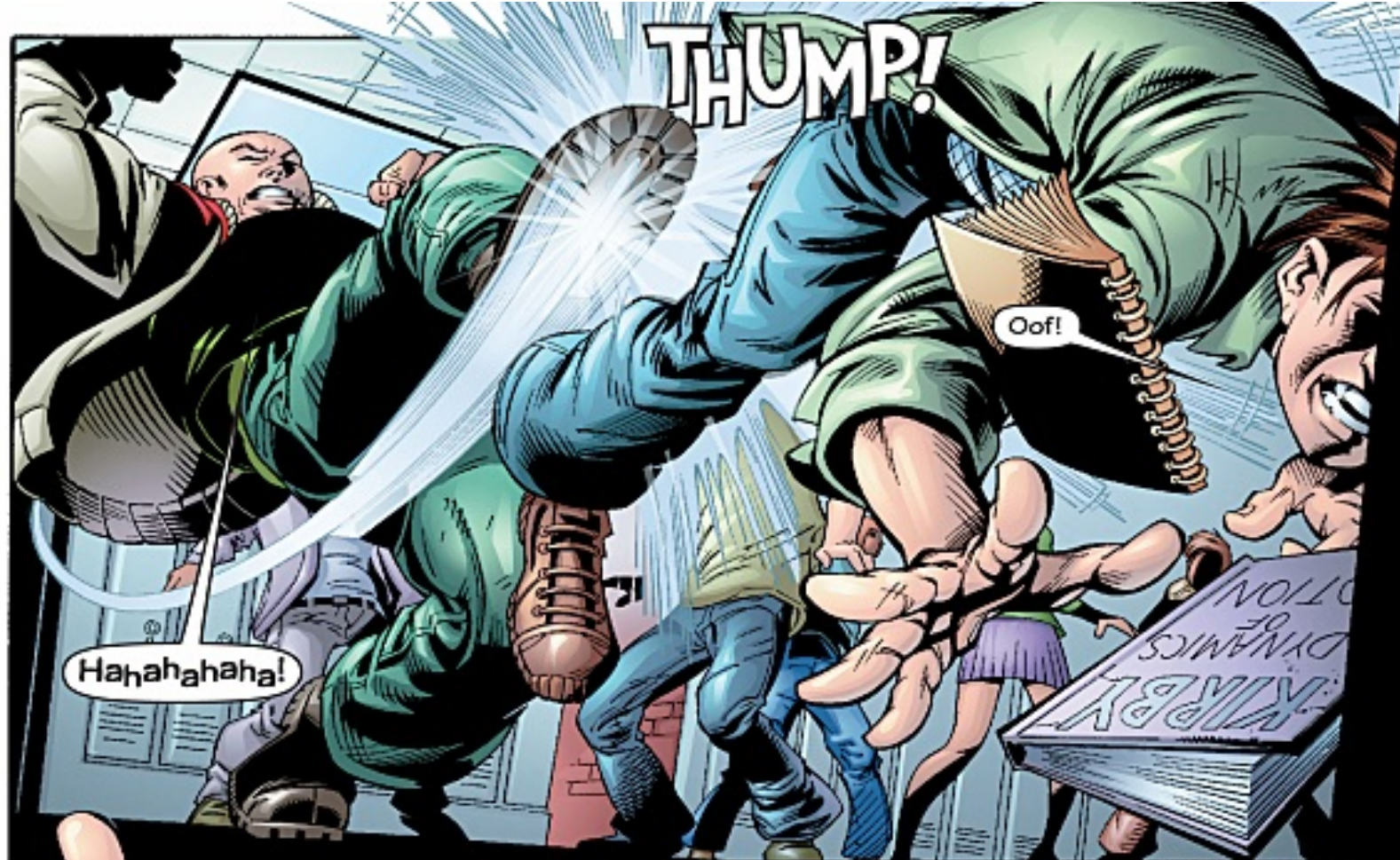
















What is this?



Why don't you kids ever learn to leave well enough a--?



CLANG!



And what is this, now?

Huh?

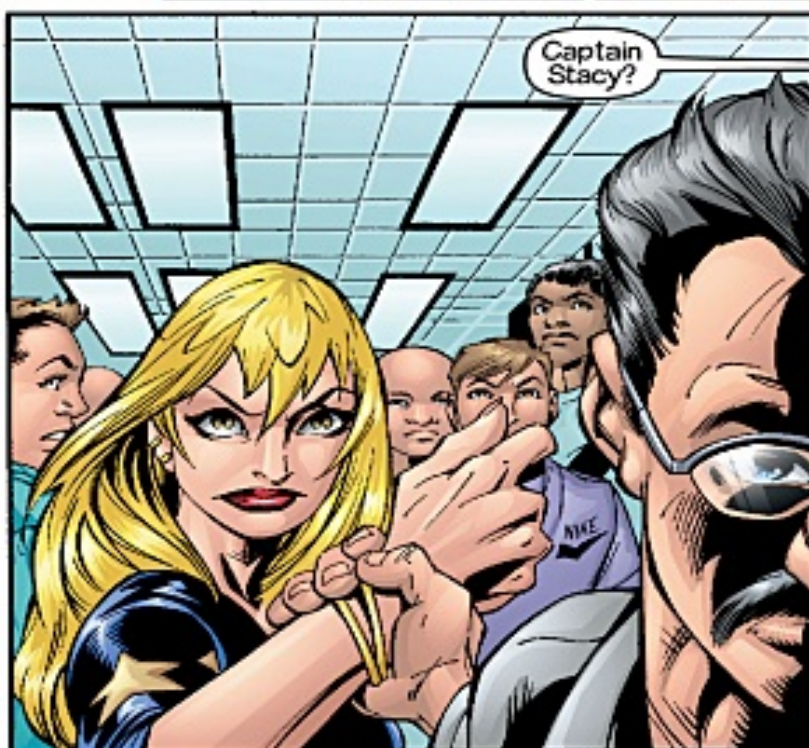
What is this?



Stacy--

--great way
to start at your
new school.

Second
day here.



Captain
Stacy?



Captain
Stacy?

Not
now.

Captain...

Not.
Now.



Bzzzz

This is
Captain
Stacy.

What?

She
what?

Did
you call her
mother?

Because
I'm...



Well,
this really--
yes.

But there's really
nothing I can do at
the moment.

I'm at a
crime scene
that--

What did
she do this
time?

She
what?

Lord.



No.

No-- no I
didn't know
she had a
knife and--

No, I certainly
wouldn't have known
she was bringing one
to school.



Well, no offense,
Principal, but I just
think your tone is a
little accusatory.

Especially since
you are talking to a
Police Captain.











Love the paper!

It's hysterical.



Wow. I thought he was going to--

Yeah-- I really did.

Maybe he isn't the maniac you want him to be, Jonah...



Let's-- let's just get inside the building where we're safe from-- Woo!



Jonah!



Aacck!





And -- and that same source called me out of the blue just yesterday, to tell me...

...quote... "Octavius escaped from the facility after murdering several government employees."



Where is this supposed government facility exactly?



I--I don't know, he won't say.



Ben, this story has more holes in it than a Michael Bay movie.



I'm sorry, who in this room broke the Kingpin story?

Who was that?

Raise your hands if-- Oh, Oh-- It was me?

Wow, and still I don't even get a little latitude in the five o'clock meeting.

Ben...

Jonah, you told us-- me-- to go for the big story. This could be a big story.

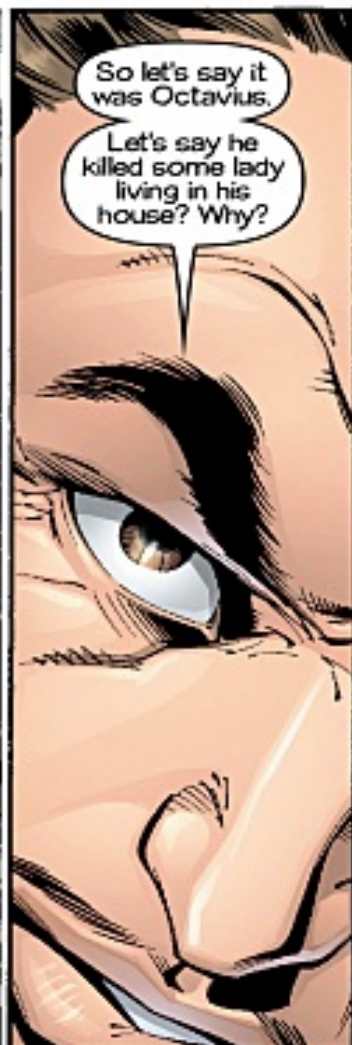


The doctor was being "observed because of complications in his condition brought on by the explosion at Osborn Industries..."



"Complications in his condition?"

What does that mean?





ULTIMATE SPIDER-MAN®


ISSUE
16
KRAVEN THE HUNTER



BENDIS
BAGLEY
THIBERT


MARVEL

(c) 2010 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM




How do you sleep at night?

I'd really like to know.



Like a baby, I--
I bet.

Aahh...



But I wonder--

I wonder if in that moment just before you drift off at night--when your head hits the pillow?

I wonder if you realize, just for that second, how *evil* you truly are.

What an absolute *horror* of a human being you are.




What?

Oh please, don't, don't insult me with your sleazy used car salesman talk.

I know it was you.

I know you tried to kill me.



It's just so hard to--it's just so hard to think.

Blurry.

Nauseous every time I try to focus.

My body--my whole body hurts.

My arms.



No...I
trusted
you.

I trusted
you and now
look at me.

Look at
what a nightmare
my life is because
of you.



I mean--
it's--

--it's--

Hahahaha
hahahaha..



It's funny
if you think
about it--
isn't it? Ha!


Me
trusting
you.

Heehee
heehee

Our entire
relationship was
based on lies
and deceit.

Our entire
relationship was
you paying me
money to give
you information
that doesn't
belong to you.

And I
gladly did
so.

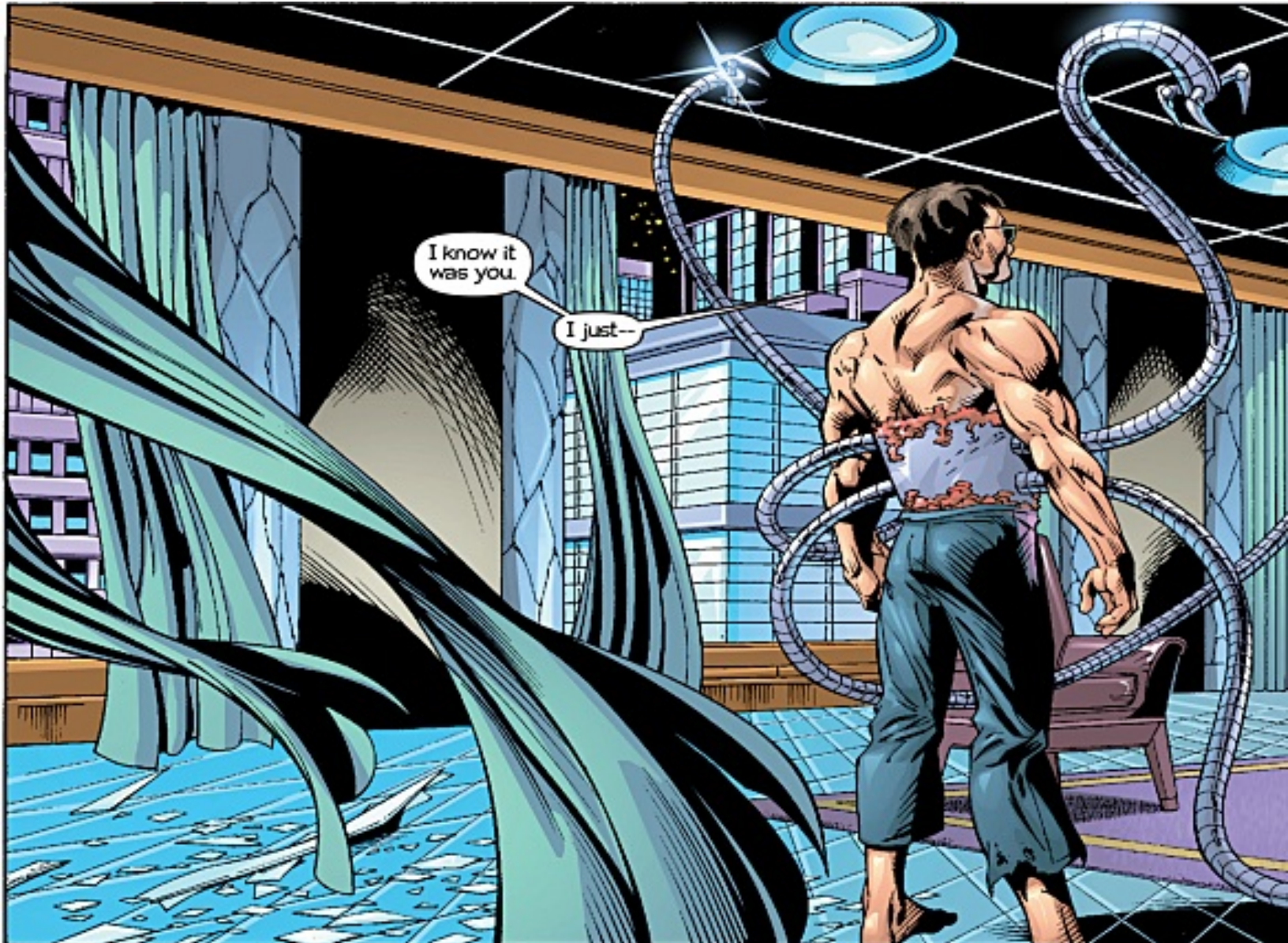


You and I
are liars and
cheats.

I guess you
think you bought all
the inside information
about Norman Osborn
that you could get
from me.

You ran
out of uses
for me.

So you
tried to
destroy
me.



I know it was you.

I just--



But a little industrial espionage between friends was all right...

...so, what's a little industrial sabotage.



I can't--

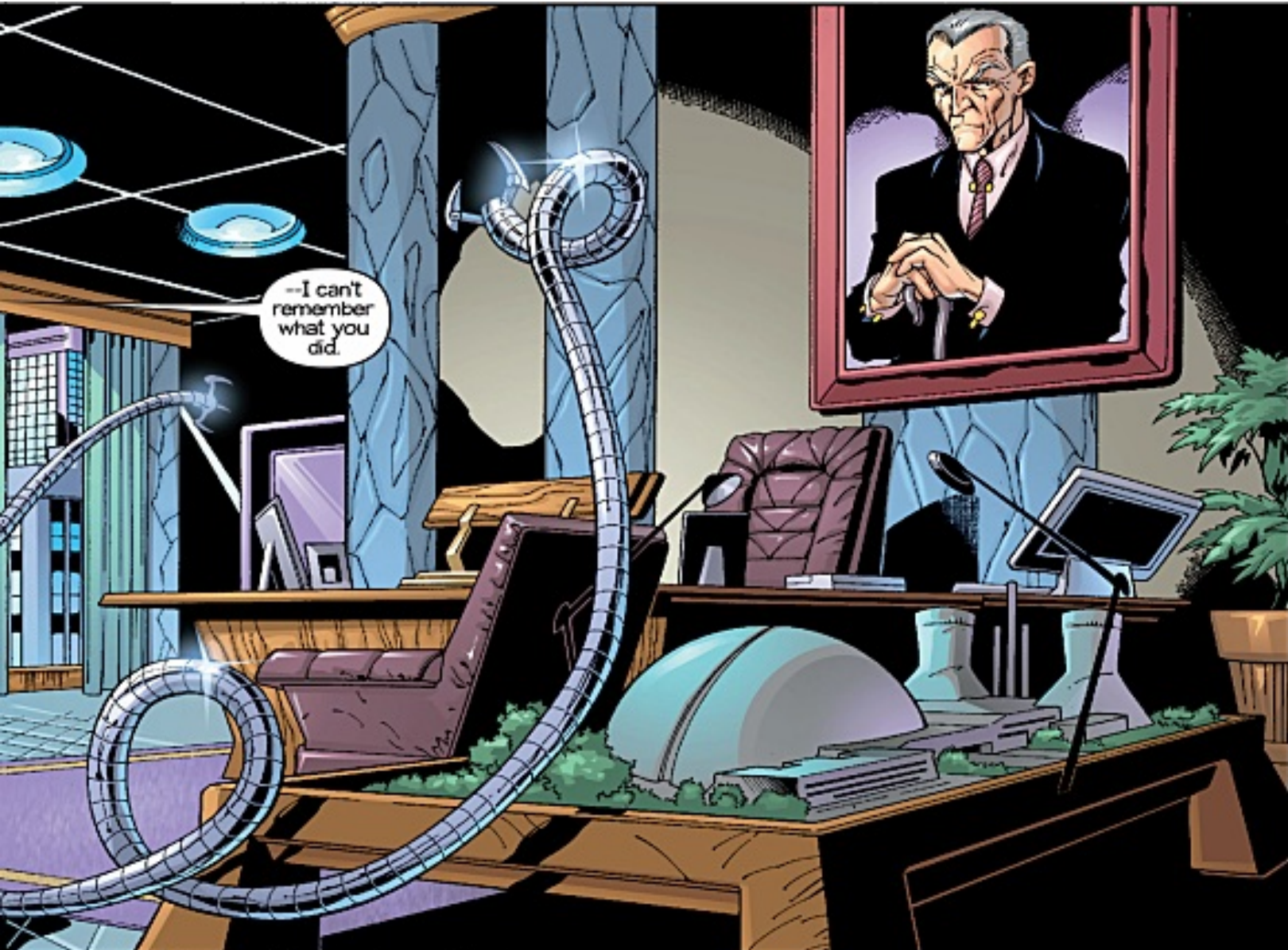
--I can't even remember what we were working on at Osborn, can't remember, I--

--I went to the lab--to Osborn's lab--but they're destroyed.

Aahh...

It--it-- it-- it hurts to--





--I can't remember what you did.



These arms are cold--

--I can feel them inside me.

I can feel them right now!



But I tell you this...

...you should have made sure I was dead.

You should have made sure.

You should have taken those oily fingers and checked my pulse yourself!!



Because now
I will not rest
until I see you
destroyed!!

You hear
me??!!

You will
feel what
I feel!

For what
you've done
to me!!

SC
RC
RA
A
PE R R R R R



For what you've done to my life!!

My life!!



I will do it!! I will ruin you!!

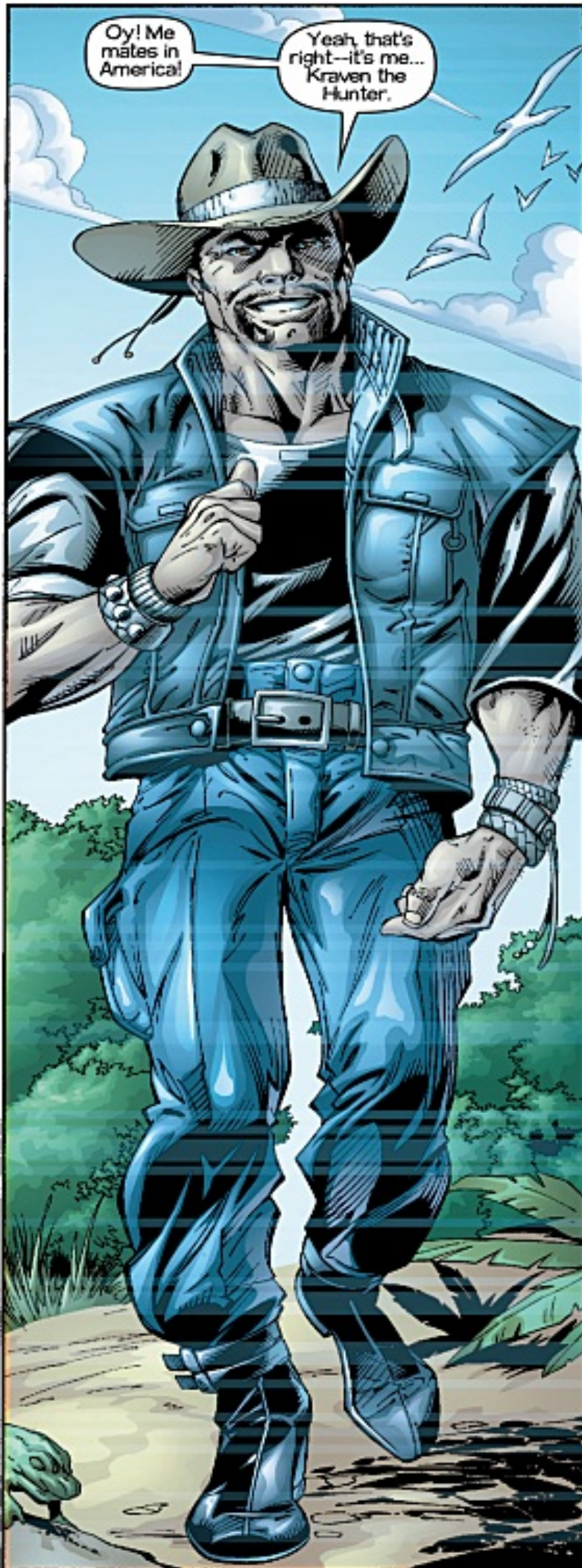
Ruin you!!

Ruin... you...



...ruin you...





Oy! Me mates in America!

Yeah, that's right—it's me... Kraven the Hunter.



Here in the outback of Australia you've seen me wrestle fifty-foot crocodiles.

You've seen me box wild kangaroos.

And you've seen me hunt and wrestle wild game wif me own bare hands.

But starting next week we are taking the whole show on the road and broadcasting live from America.

From the Big Apple, New York City.

And when I get there I am going to be hunting the wildest game of them all.

What is it you ask...

...Ha! Well, all I'm going to tell you now--

--is that there isn't a creature on this planet that I can't hunt.

TSY
ALKER SHOW

IN SEARCH OF
THE LIZARD



Kraven
the Hunter!



Reality TV
just got
more real.



Check
your local
listings.



57 channels and not one
mention of Otto Octavius.

You'd think that a guy coming
back from the dead would be
considered newsworthy...

...guess times
are changing.

Man, I thought there'd be some
mention of him somewhere.

That Kraven the Hunter boy is one good-looking man--

I'm really shocked to know that this Doctor Octavius guy is alive.

He probably knows more about what happened to me than I do.

He, like, totally knows I was bit by the spider that gave me my powers.

--and when he gets here I am going to have him.

I would love to be able to sit with him and figure out what's happened to me.

But if he's in the condition everyone says he is, it doesn't look like he's going to be able to do much of that. Plus, if memory serves, he wasn't the nicest guy to begin with. Kind of a weasly weasel guy.

Oh man, and, like, how hard would it be for him to put two and two together and figure out that Spider-Man is the kid who got the spider powers in his lab?

I mean a kid at school almost did-- and he's as dumb as a bag of hammers.

But I think I whined my way out of that mess.

They're probably more focused on the new psycho girl, Stacy.

What's her name--Gwen.

Gwen.

I gotta call Mary Jane.

But if there is someone like this Octavius out there who knows I am Spider-Man, what do I do?

Do I not be Spider-Man anymore?

Do I confront him? Ugh-- why is this all so complicated?

Can't a guy put on tights and hop around without everything being so...

...uh-oh.







Where are you going?

I thought we were going to have a talk, this isn't a talk--

--this is you freaking out.

So freak out by yourself.

You sit back down, young lady.



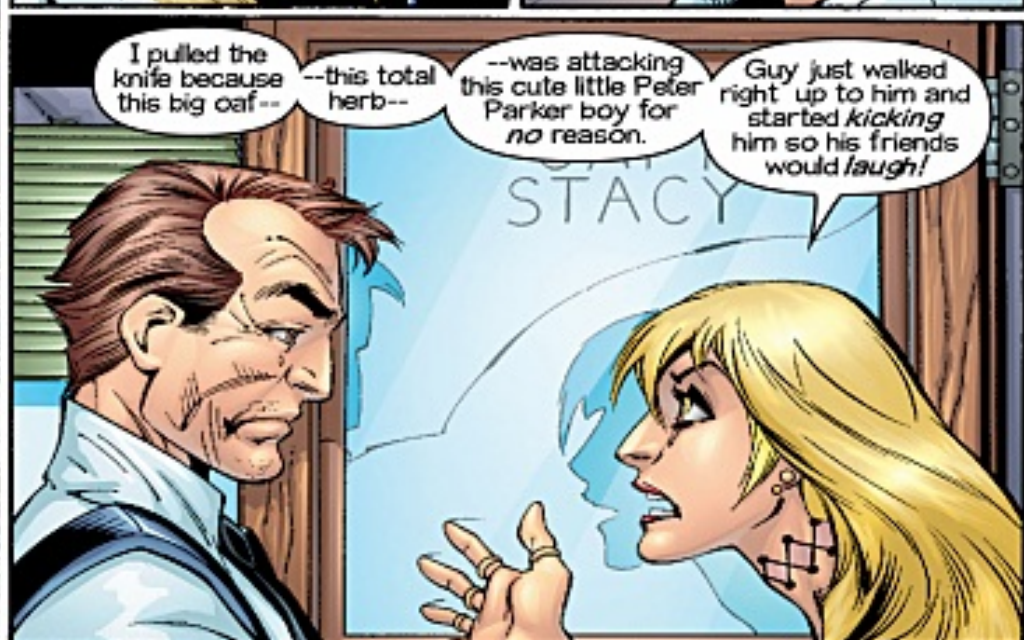
You know what really burns me out, Dad?

Yes, yes I *did* bring a knife to school. I *did* pull it on a kid.

And you know what? You never asked me why.

Maybe someone attacked me or tried to harm me.

You never asked.



I pulled the knife because this big oaf--

--this total herb--

--was attacking this cute little Peter Parker boy for no reason.

Guy just walked right up to him and started kicking him so his friends would laugh!

STACY



And nobody-- was doing anything about it. *Nobody!*

Not the teachers.

Not the other students.

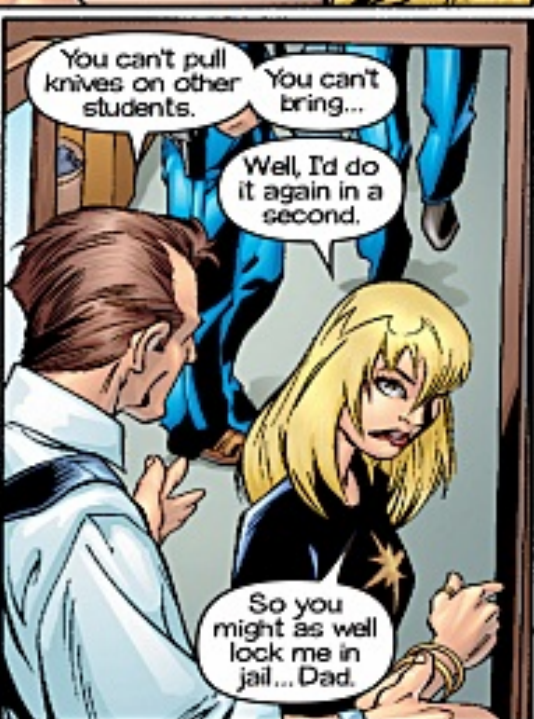
No one.



And this idiot was going to keep kicking him unless someone *stopped* it. So I stopped it.

You look me right in the eye and you tell me that I did the wrong thing.

You tell me, Dad!

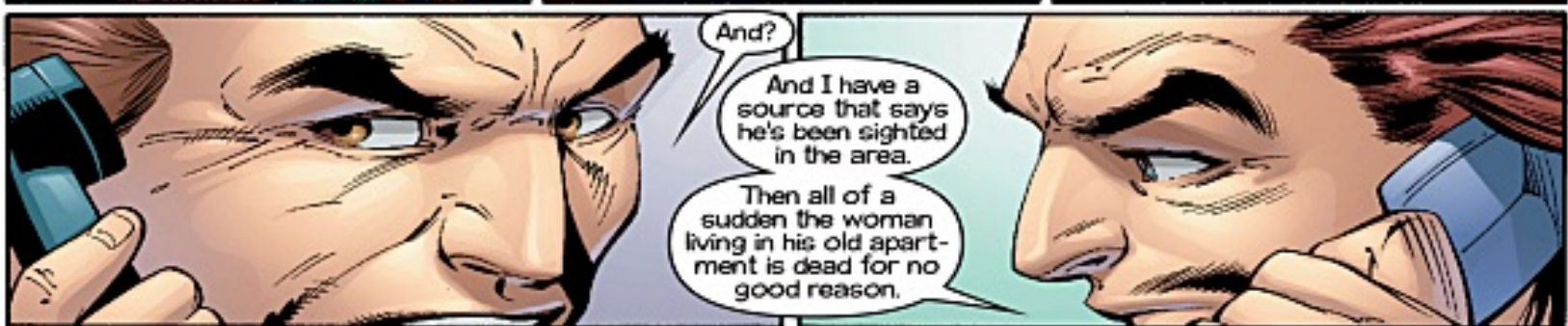


You can't pull knives on other students.

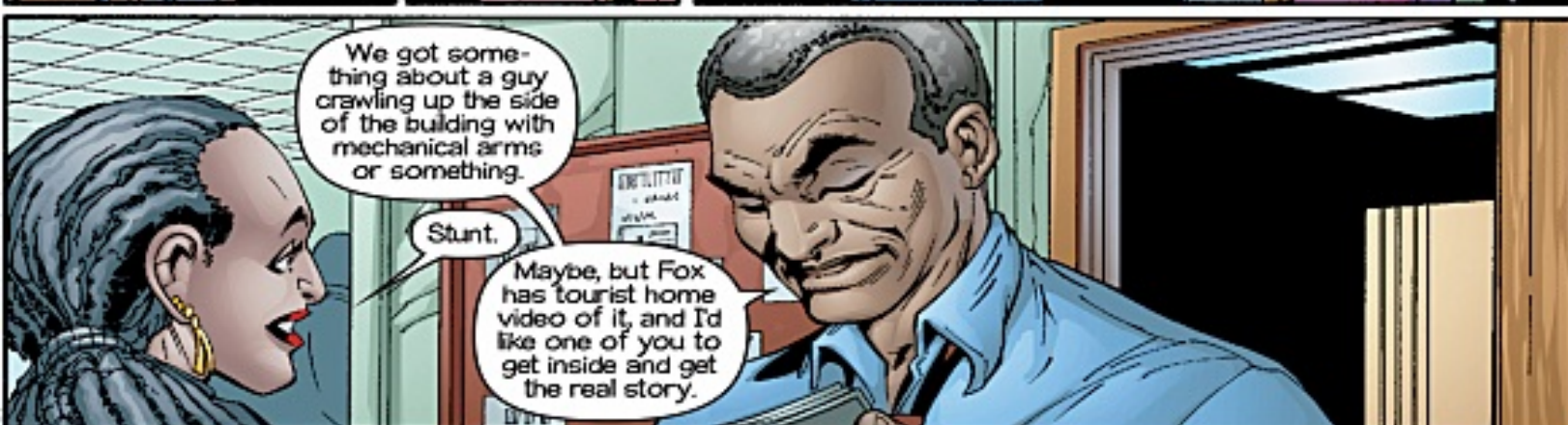
You can't bring...

Well, I'd do it again in a second.

So you might as well lock me in jail... Dad.









We met once before, Mr. Hammer-- at the White House.

Really?

I was there at the diplomats' dinner a couple of years ago, and you looked the President right in the eye, and you told him that the mutants were going to cost him a second term.

And I was right.

Yes, sir.







The explosion fused a robotic apparatus he often used to his midsection.

The ahms? You mean his metal ahms?

Yes.

Huh.

Get outta town.

He has suffered severe trauma to his torso and to his head.

He has amnesia.

Amnesia?

Amnesia?

He doesn't even remember the explosion, he doesn't remember a lot of things.

He told the agents in charge of him that he doesn't even remember what they were working on when the accident happened.

Get outta town.

He's very confused and manic. He has killed a number of people.

Agents and civilians, and we are assuming that this visit here means you might be next.



Do you know why?

I honestly don't-- I--





This is certainly the place to be tonight--

--as star of the number one show in syndication--

Kraven the Hunter--has landed right here in the heart of New York City.

The Press is gathered to find out just what the master showman has up his sleeve.



Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--

Kraven--



Kraven! The world wants to know--

--what could possibly be in New York City for you to hunt-- that you couldn't find in another country?



I'm here to hunt a one-of-a-kind species.

I'm here to hunt the one you call Spider-Man.



And--uh--

What are you going to do with him when you find him?



Oh, I'm going to kill him--

--with me bare hands.

TO BE CONTINUED

ISSUE

17

ULTIMATE SPIDER-MAN®



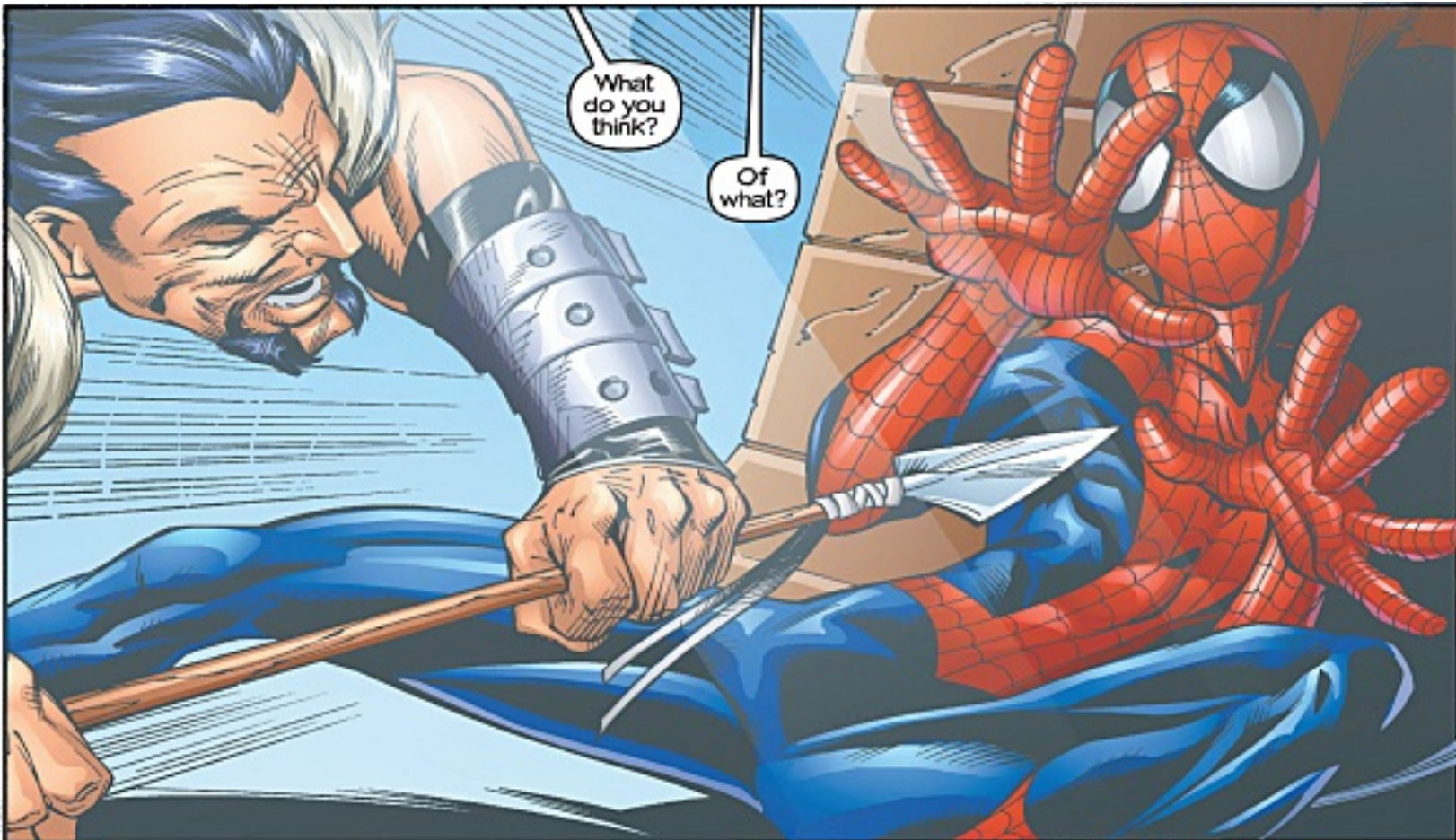
BENDIS
BAGLEY
THIBERT

MARVEL

WWW.MARVEL.COM

(c) 2010 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM









And--and
two years ago
I was right.

But now?
Now I am
right again.



Kraven baby--
for the next
six months you
are going to be
sex and violence
personified--

--ratings go
up--we hit our
mark...

...after that?
You can look in
the camera and
read 'The Great
Gatsby' for all
I care.



But the
good news for
all of us is: you are
sex and violence
personified.

So, just be
yourself. Be you,
being you.

Focus that
incredible charm
and prowess
right here--right
now.

Have fun
with it.

Do your
thing.

Hunt.

Say what
you will--



--but I actually
think this is going
to be one of the
biggest challenges
of your career.

One week later...

That's an interesting question, Peter...

...but what about the Kennedy/Nixon debate? The first televised Presidential debate?

People in the room where the debate was taped-- people who were there--say that Nixon clearly won the debate.

But everyone watching on TV, at home, thought that Kennedy had won.

Why? Because Kennedy looked better on TV.

Many people believe that this single moment changed politics forever.

I think it changed the entire world forever.

Name one thing that television doesn't...

I'm sorry to interrupt the class, Mrs. Harris. But...

-NIXON
DEBATE
STYLE VS. SUPER
OLD TIME PAL



...but young Ms. Stacy is being allowed back into class, if that's all right with you.

Her father, Police Captain Stacy, has guaranteed there will be no more incidents like the one last week.



Uh... sure.



But first she has something to say...

Yeah-- uh--I guess I just wanted to tell you all that I am sorry I pulled a knife out and that I didn't mean any harm or nothin'...



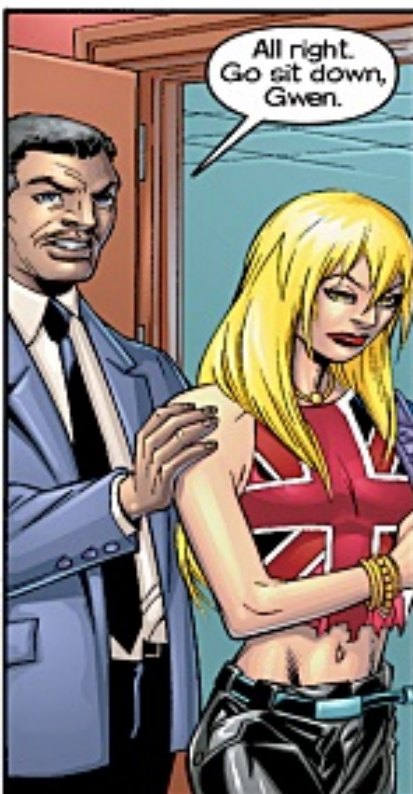
I -- I know you don't know me or anything and I just came to this school but--

--but I'm not, like, 'crazy girl looking to terrorize the school' or anything.

I just-- I got bummed out when I saw all the bullying going on.

I don't like bullies. But I know that's no excuse and I--

So, I do apologize for the knife and I won't -- I won't do it again.



All right.
Go sit down,
Gwen.



Remember
we have the
general assembly
in ten minutes.

I think
you'll all like
what I have to
tell you. See
you there.



Well,
okay.



We only have a couple of
minutes before the assembly,
so let's take the time to go
over any questions about...

Actually,
I have something
else to say.



I think we
need some more
apologizing.

I'm
sorry?

No, not
from you...



...from this
chubby load.

I think that
this guy needs to
apologize to this
guy for starting
this all in the first
place.

Whaaat?



Did you
ever apologize for
kicking him?

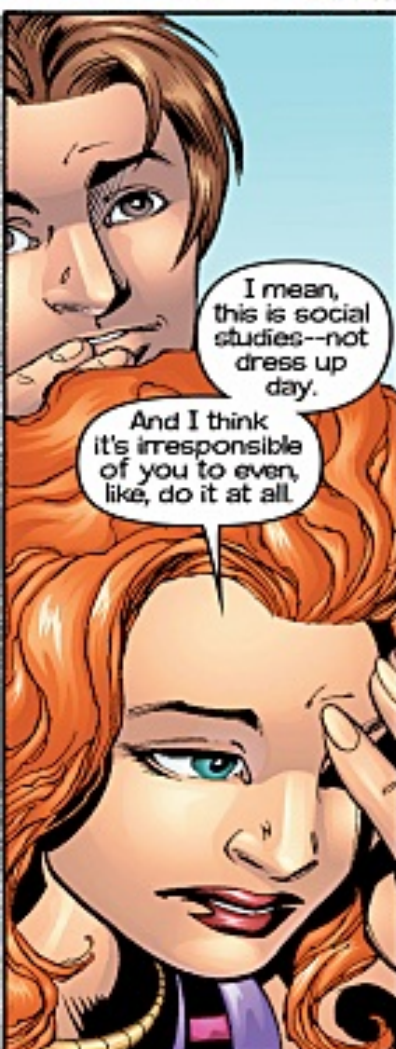
No.

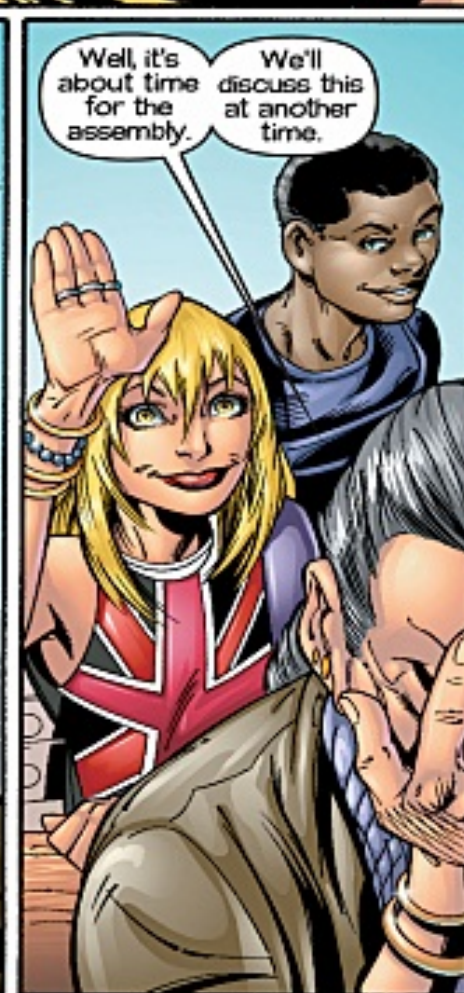
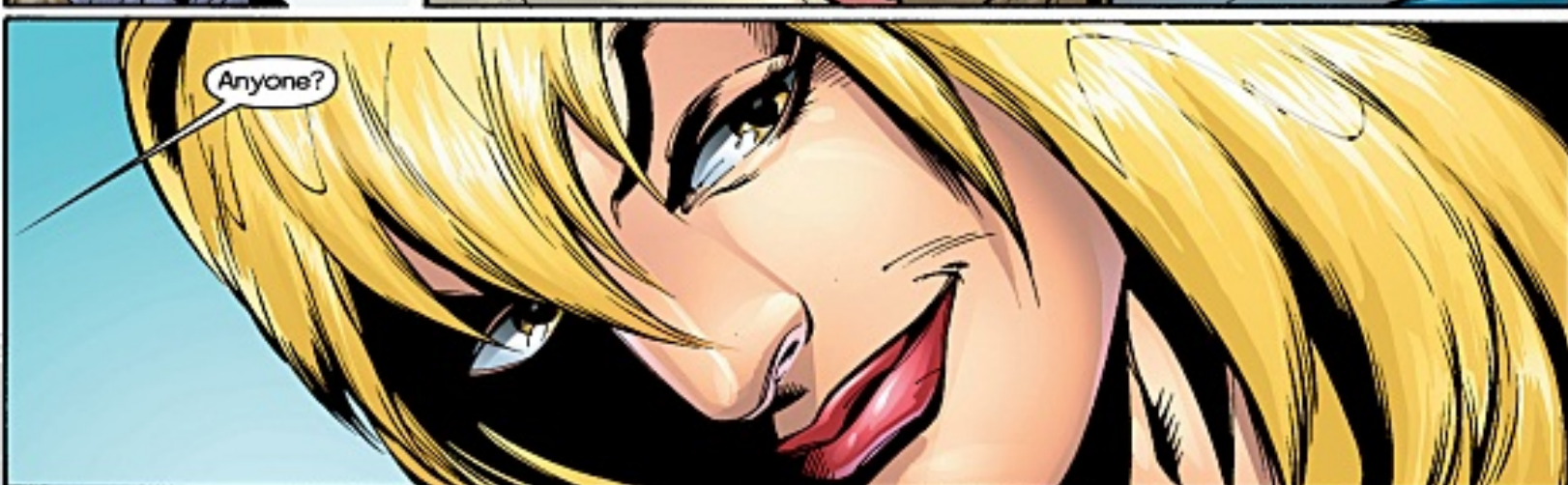
Well...



Ms. Stacy,
are you looking
to get expelled
yet again?







Justin Hammer's
limousine, New York City...

Please sir,
I was trying
to tell you
that...

I don't
need to hear
your excuses--
no sir, I do
not.

So what
I need from
you, doctah sir,
is what I pay
you for.

I need
major firepower--
I need back! Up!
And I needed it
yesterday.

Yes sir, I was--I was
just explaining to you that
our experiments here are still
in awkward stages.

FEED: SATELLITE 45-11 DOCTOR JOHN SKRTIC
HAMMER INDUSTRIES RESEARCH FACILITY-- FOURTH FLOOR TIME: 2:54 PM

These are new
frontiers we are
embarking on.

Science isn't--
well, it isn't an
exact science.

And as your
project projection
specs clearly show--
none of the other
works are anywhere
near ready yet.

I--we--
I have nothing
suitable for your
particular
needs.

Hmmm...well,
what about that
electric boy? That
seemed to be workin'
out just fine.



Electro.
Yes, sir.

You--well,
you sold him to
Wilson Fisk.

I think
he's back in
prison now.



Oy--
yoy yoy.

Wilson
Fisk. Wilson
Fisk.

Why'd I
do that
again?

The
construction
contracts for
the dome.



Well, that
was money
well spent.

Well, what
about the Sandman
project? That's
costing a small
fortune.



Yes, and it's
going fine, but
as you can see
we are having a
couple of bumps
in the road.

Timmy,
feed the 56S to
Hammer 1.

FEED: SATELLITE 45-11 DOCTOR JOHN SKRTIC
HAMMER RESEARCH FACILITY--FOURTH FLOOR TIME: 2:55 PM



FEED: SATELLITE 45-11 SANDMAN PROJECT. FLINT MARKO.
HAMMER INDUSTRIES RESEARCH FACILITY - SUBBASEMENT 2 TIME: 2:56 PM



What is that?

That's it. That's Flint Marko. That's the Sandman Project.

That's it? What's wrong with the boy?

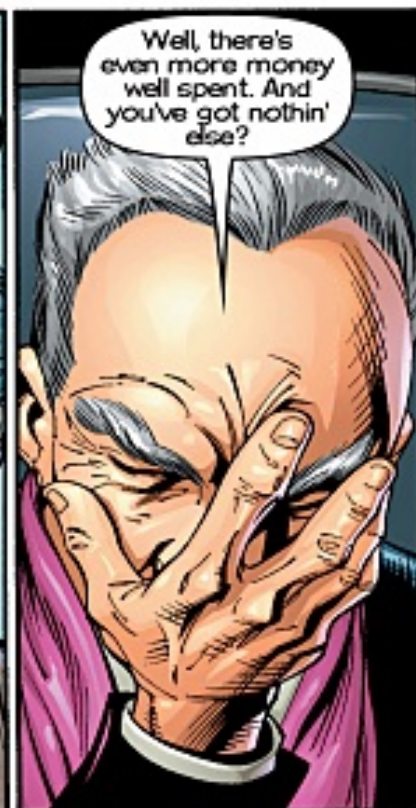


Nothing. It's all in the head.

He has the ability to control his mass and density, but-- but the transition was too great a shock on him.

He's having a great deal of trouble adjusting. But we're trying to work with him.

I really--I don't believe it's a lost cause.



Well, there's even more money well spent. And you've got nothin' else?



If I may be so bold, Mr. Hammer, sir. Why don't you just cooperate with S.H.I.E.L.D. on this?

Didn't you say that Octavius escaped from them in the first place? Isn't this their responsibility...



Oh yeah-- S.H.I.E.L.D. is just the organization I am going to explain how, like, Norman Osborn I am knee deep in violations against the superhuman test ban treaty.

And how Otto Octavius was an industrial spy for me at Osborn Industries--

--and that now he's out to get me because he thinks ah shafted him somehow.



And I'll tell them all this while I have a four billion dollar ahms contract hanging in the balance with the U.S. government!

DOCTOR



Yeah, S.H.I.E.L.D. is a reeeaaall good bet. How fah do you think Nick Fury will shove that eye patch of his up my nose before he's done with me?

Leave the big game to the big boys, Doctor.

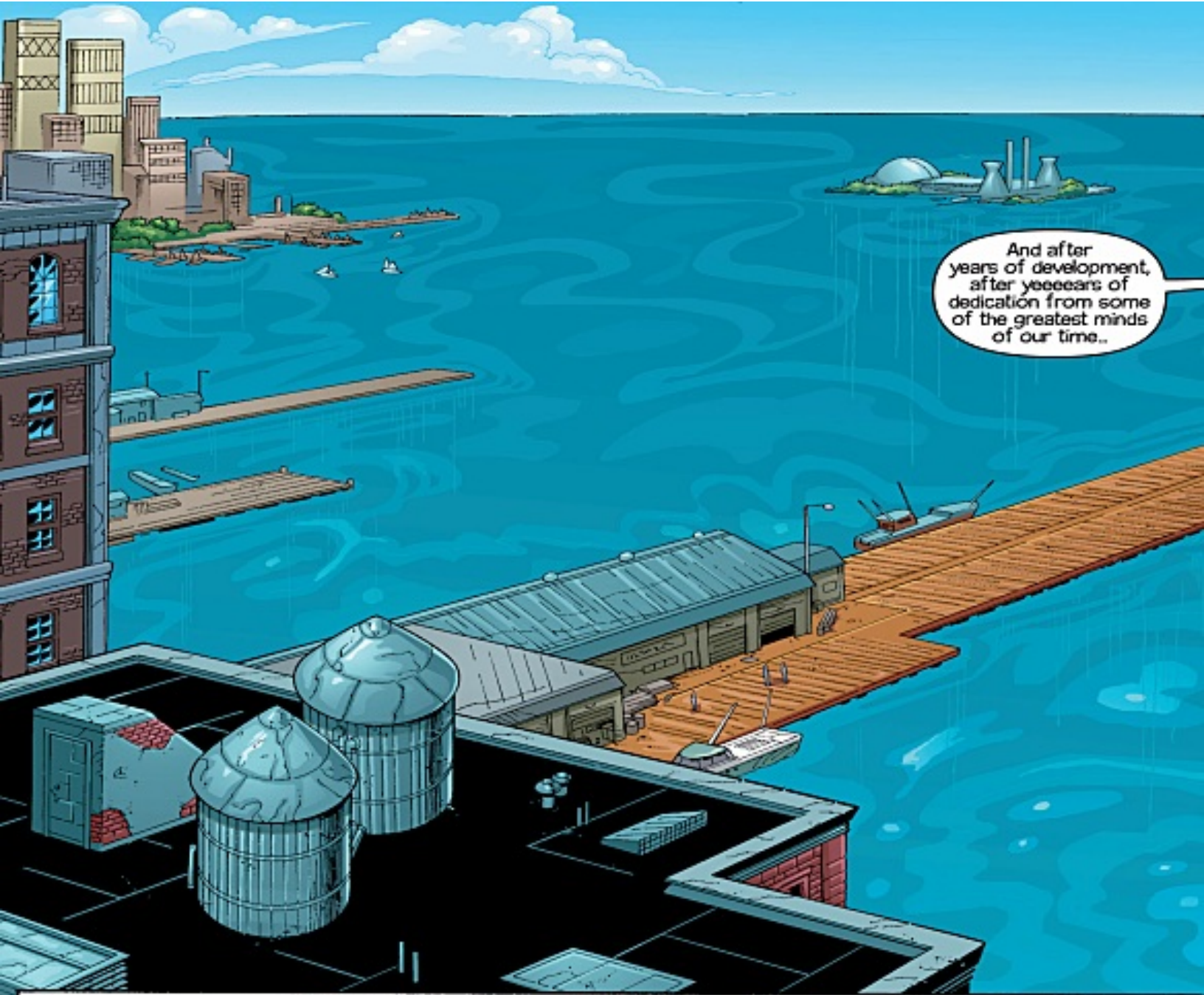


And I will leave the incredibly slow and ahduous process of spending all of my money on unbelievably poor results...to you.



Get me a copy of Doctah Skrtic's contracts, please.

Yes sir.

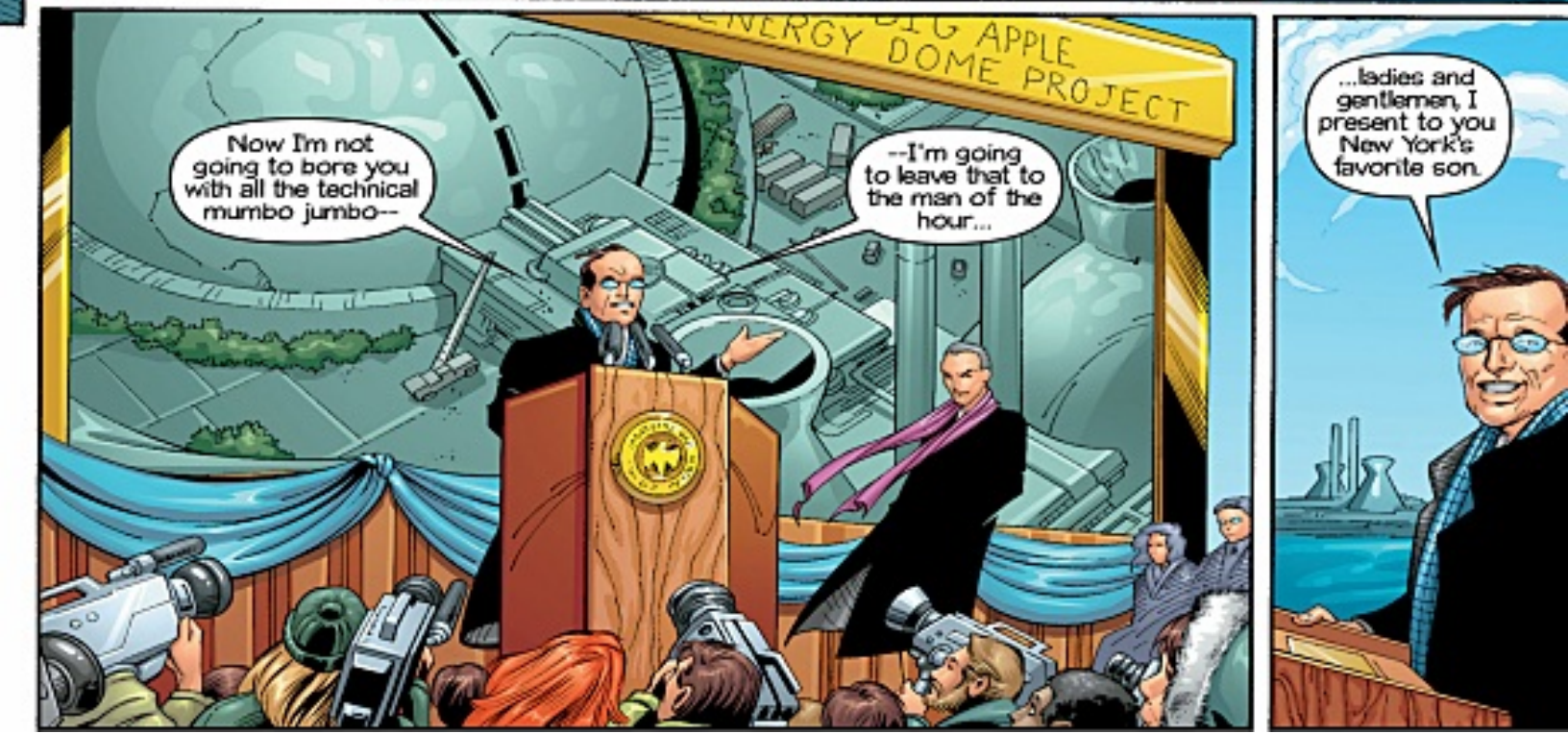


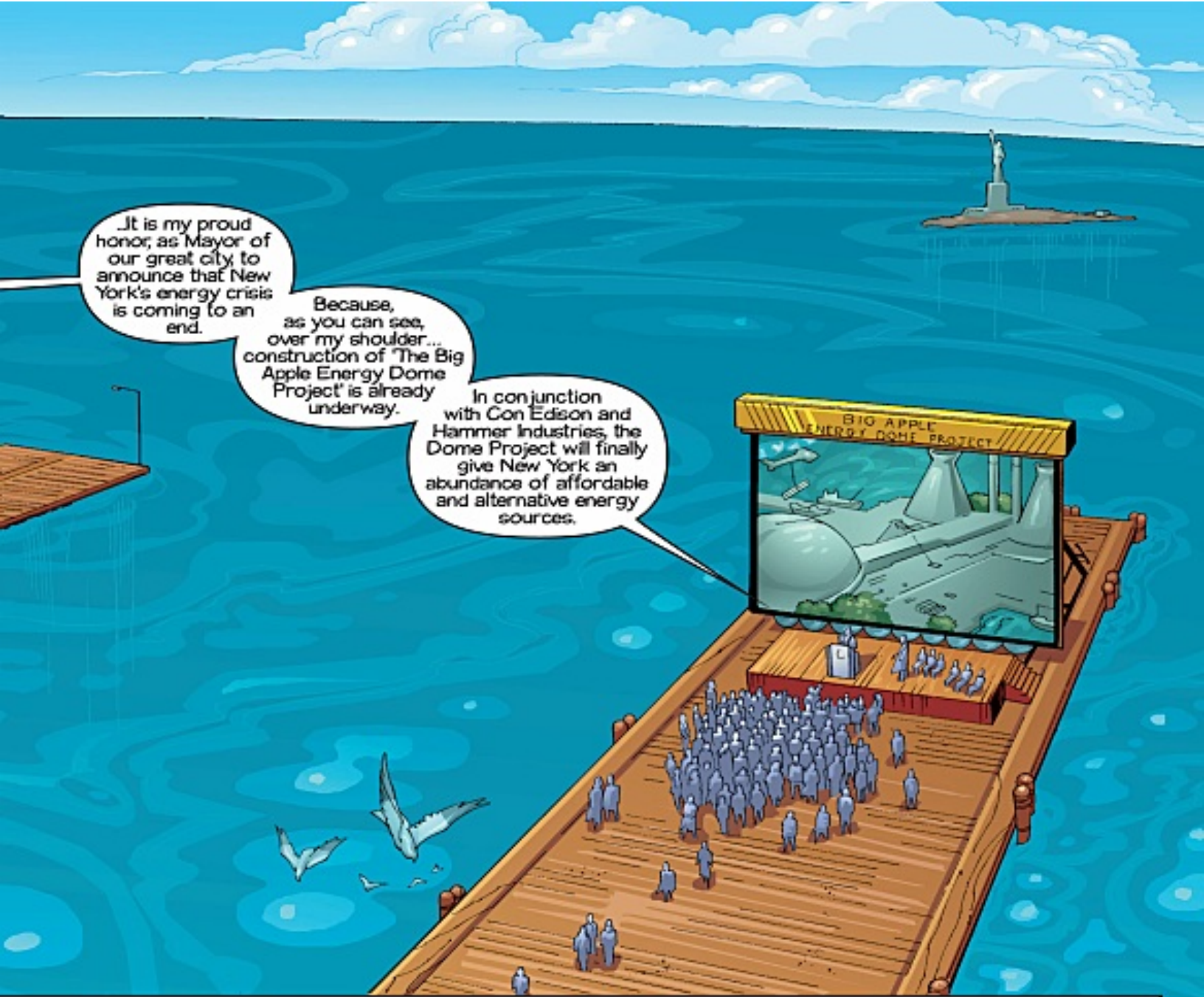
And after years of development, after yeeeeeears of dedication from some of the greatest minds of our time..

Now I'm not going to bore you with all the technical mumbo jumbo--

--I'm going to leave that to the man of the hour...

...ladies and gentlemen, I present to you New York's favorite son.

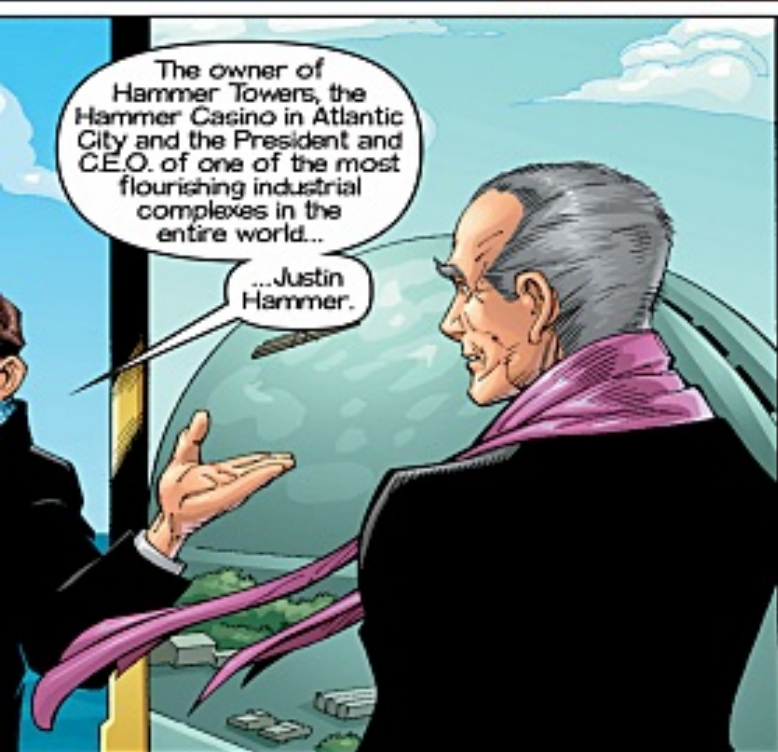




It is my proud honor, as Mayor of our great city, to announce that New York's energy crisis is coming to an end.

Because, as you can see, over my shoulder... construction of 'The Big Apple Energy Dome Project' is already underway.

In conjunction with Con Edison and Hammer Industries, the Dome Project will finally give New York an abundance of affordable and alternative energy sources.



The owner of Hammer Towers, the Hammer Casino in Atlantic City and the President and C.E.O. of one of the most flourishing industrial complexes in the entire world...

...Justin Hammer.



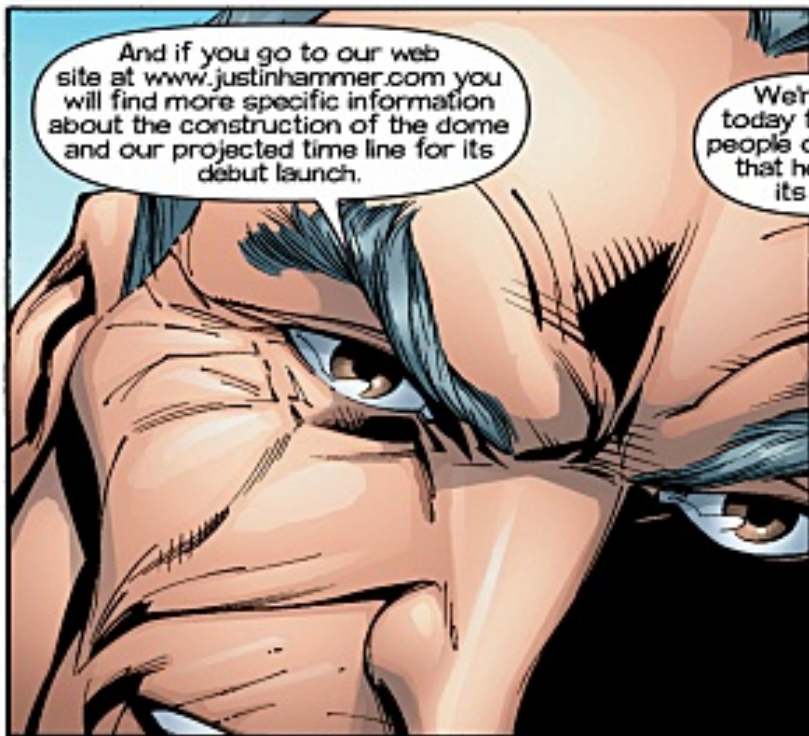
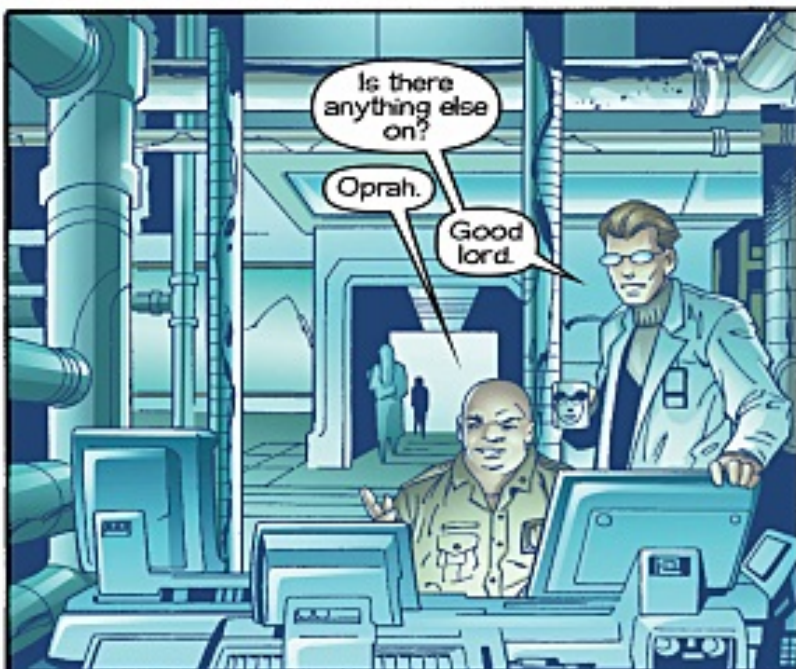
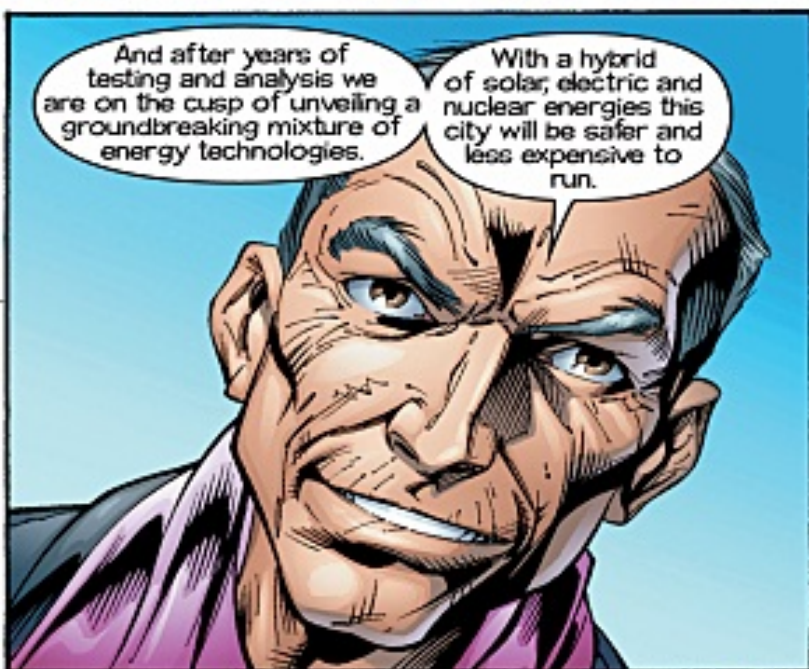
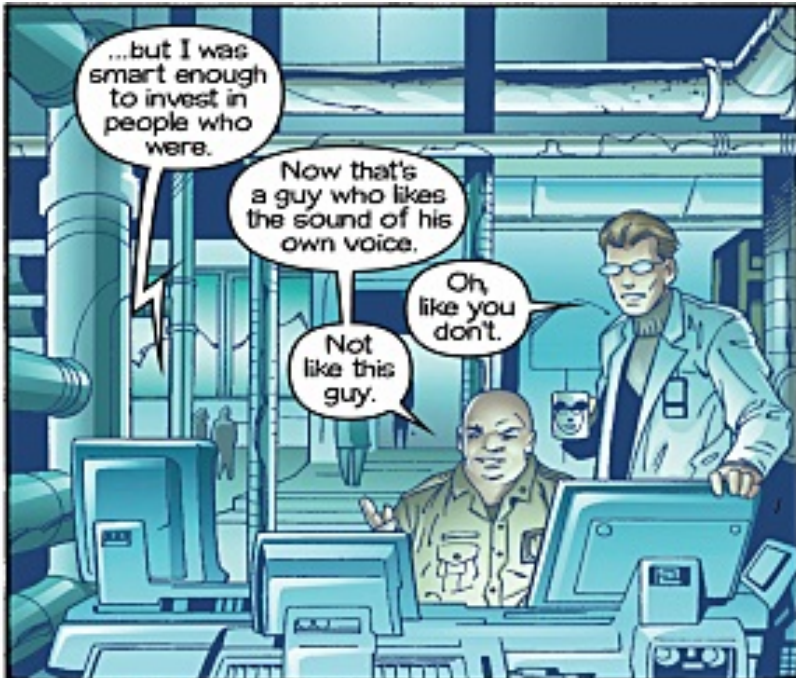
Thank you, Mr. Mayor.

This is a proud day for all of us.

I remember as a boy watching in frustration as this city was victim to blackouts and brownouts and skyrocketing energy prices and I vowed that one day I would do something to help.

I knew that the only way this city could truly thrive--

--is by overcoming its decades-long energy crisis.



Mr. Hammer?
Eddie Brock:
Daily Globe.

Rumors are floating that Hammer Industries is working on a similar product to the one that caused the fatal accident at rival Osborn Industries.

Is this true? And is there any concern on your part that a similar accident could take place at one of your laboratories?

I can honestly say I have no idea what you are referring to, but we're here to talk about the Dome Project.

So do you have any questions about the subject at hand?

Because we'd be happy to answer them...even if they're from 'The Globe.'

Okay, how do you respond to the recent allegations made by CNN that you have been secretly funding the development and training of super-powered...

I'm surprised to find the Globe even here today...

...I thought you might have your hands full with things like Reed Richards sleeping with Madonna.

I've actually heard that one before, sir.

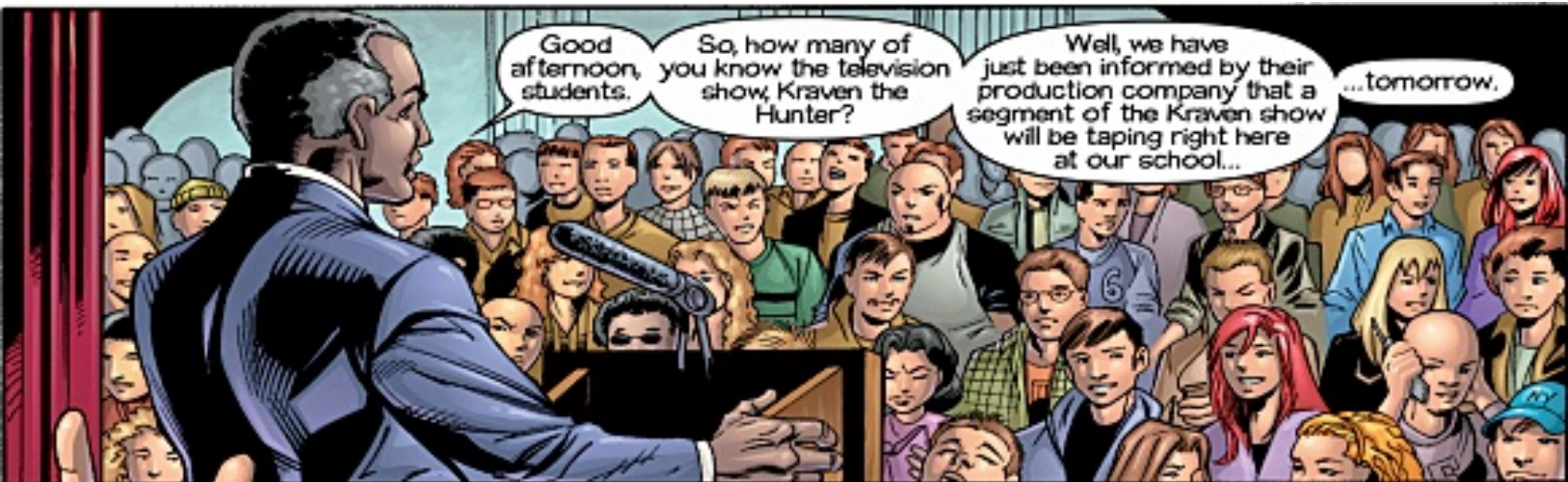
Ben Urich--
Daily Bugle--

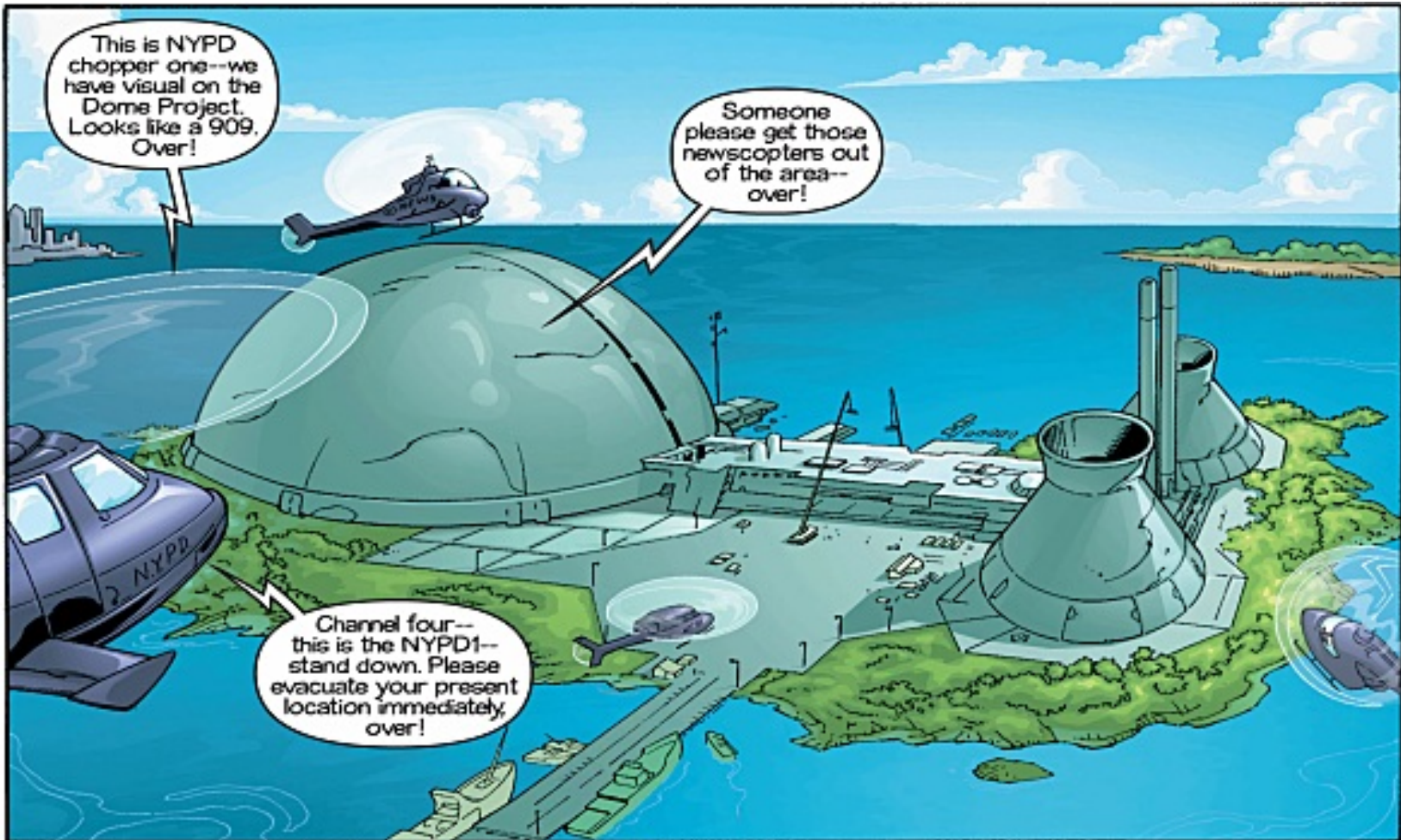
--Mr. Hammer, wh-what is the nature of your relationship to Doctor Otto Octavius?

I--uh--I don't know anyone by that name.

Well, he knows you.

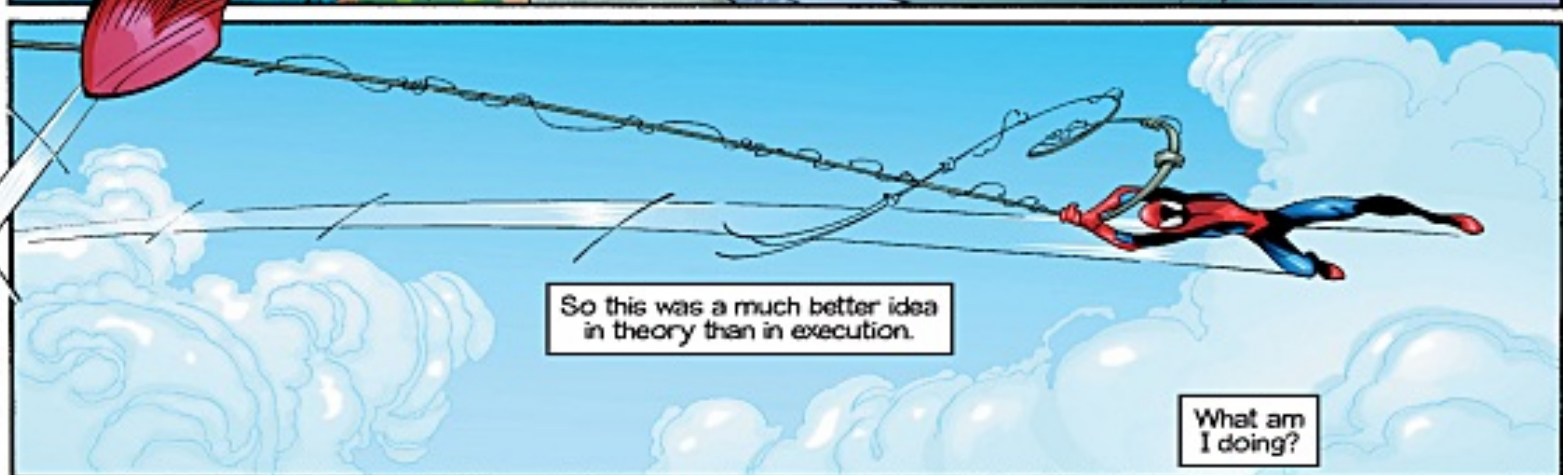








*Hamana
Hamana
Hamana
Hamana
Hamana*



So this was a much better idea
in theory than in execution.

What am
I doing?



ULTIMATE SPIDER-MAN®

ISSUE
18

THE CYCLE



BENDIS
BAGLEY
THIBERT

MARVEL

(c) 2010 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM







And what is *this* ridiculousness?





Hate to break it to you—

—but your eyes are the least of your problems.



First of all green jump-suit?

I got two words for you: Evi Fashion Emergency.

We get you on there—let them fix you up with a look that says:

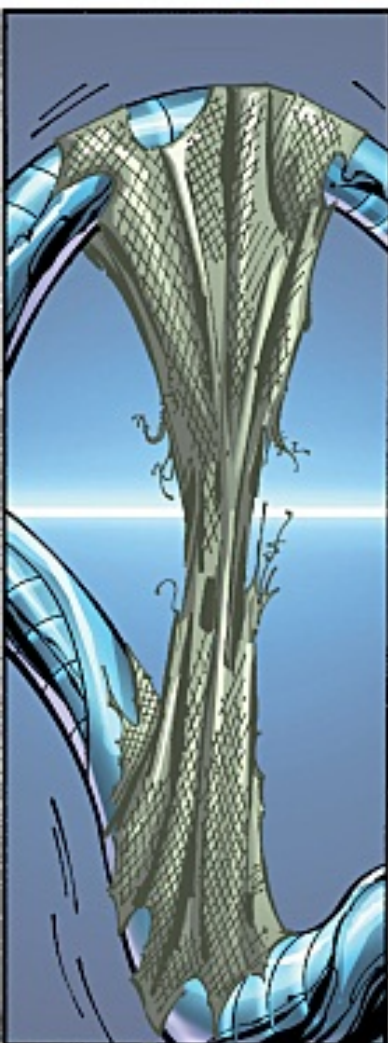
"Sure I may be a homicidal maniac who just tried to take over a nuclear power plant on the shores of the most populated city in the country..."

...but I have a style all my own."

Ahhh!

What are you? What is this...?

Why, I'm your friendly neighborhood...



...Spider...



Alrighty then.

He broke my webbing.

Great. I didn't know it could break.

Maybe I didn't mix the batch the way it's supposed to--



Whoops!
Hey, so what's
your secret origin
anyway?

Some sort
of freak accident
with a radioactive
toilet snake?

If so,
please spare me
the details!

SLAMM!



Aren't you
worried about—
gyunk!

Please
be quiet.

SPOK



SPOK

Guygh!



What a
curious, curious
sight you are.

I
would love to
dissect you.

What
are you?

Law
enforcement?
S.H.I.E.L.D.?

Oh yes.
Yes, I know—
you're one of
Justin Hammer's
homemade
soldiers.

Well? Is
that the
case? Is
it?

No guh
ugh...

...no, I'm
the haircut
police.

There's a
fifty dollar fine
for bowlcuts in
this city.



I like
my hair.



Ow!
Ow ow
ow!

You know,
ah-- you're
uh-- ow--

--you're much
stronger than
you look.

But-- aah
I guess you'd
have to be.

You have
completely ruined
my moment
here.

Nggg--
Okay okay--
your hair is
fabulous!

Ahhh!



Well, if
that ain't the pot
calling the kettle...
ow!

I can't--
ow!



He's all over me.
Arms everywhere.
Can't shake him.



I thought this
would be easier; I
thought I could...

...could
help...

Ggkkkk
gonna get you--
you hurt these
people...
ack!



What
fajmish
jghjf



...That's--

--ah!

My neck.

Not doing
so well here.

Going to
black out.

My spine.
Feels like it's
going to pop.



Aah!

BUNK



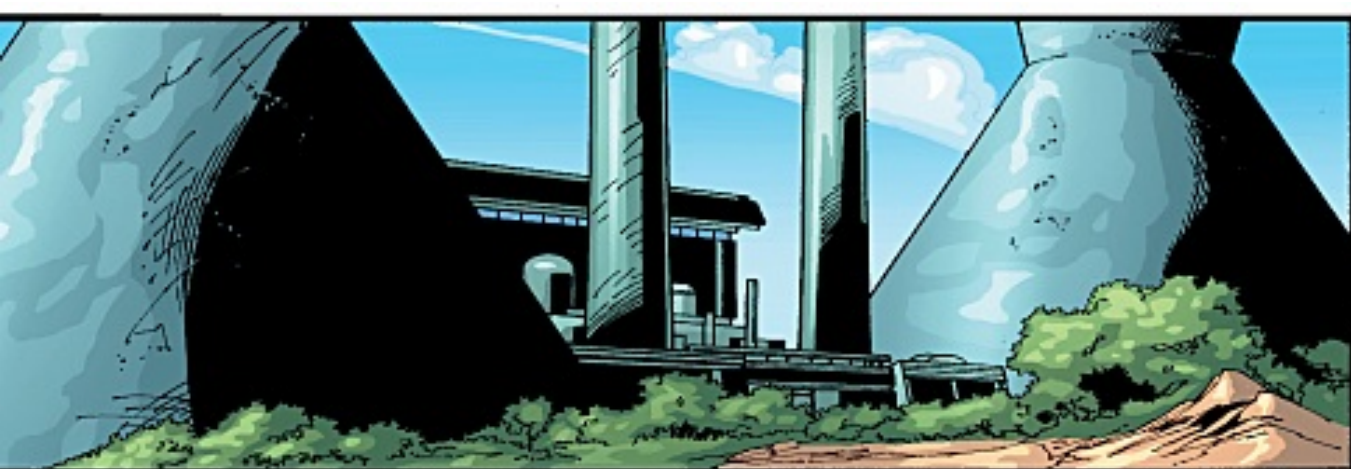
What are
you?! You little
freak!



Oh no...

...oh no...







He's up!!
Don't--
Don't you
move!!

Put your
hands on the
floor!!

Hands
on the
floor!!!

What
happened
to--?

Shut up! Lie
on the ground
with your hands
over your
head!!

--the guy
with the
arms?



Put your
hands on the
floor!! Hands
on the floor!

Okay.
Okay.



I mean
it-- you mutant
freak! I will blow
your head off!



I-- I don't
know what
to do...

I-- I can't fight
the police. Oh
man, they're the--

You have 'til
the count of
three!!

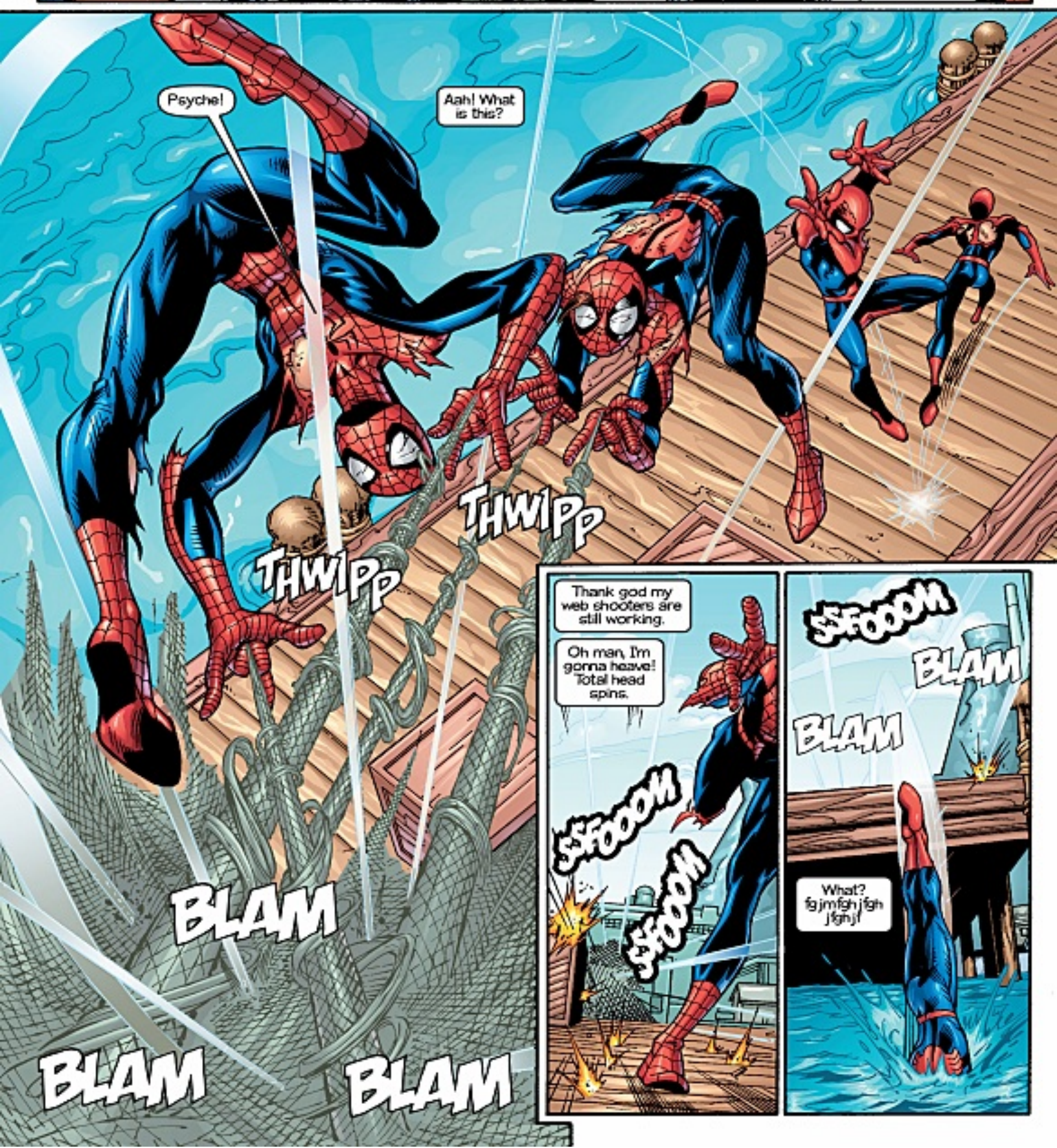
Okay! But
hey, listen, ow--
listen--I'm not
the guy you--



Don't give
me your song
and dance--
Josie, cuff the
mutant!

We'll take
it from here,
officer.









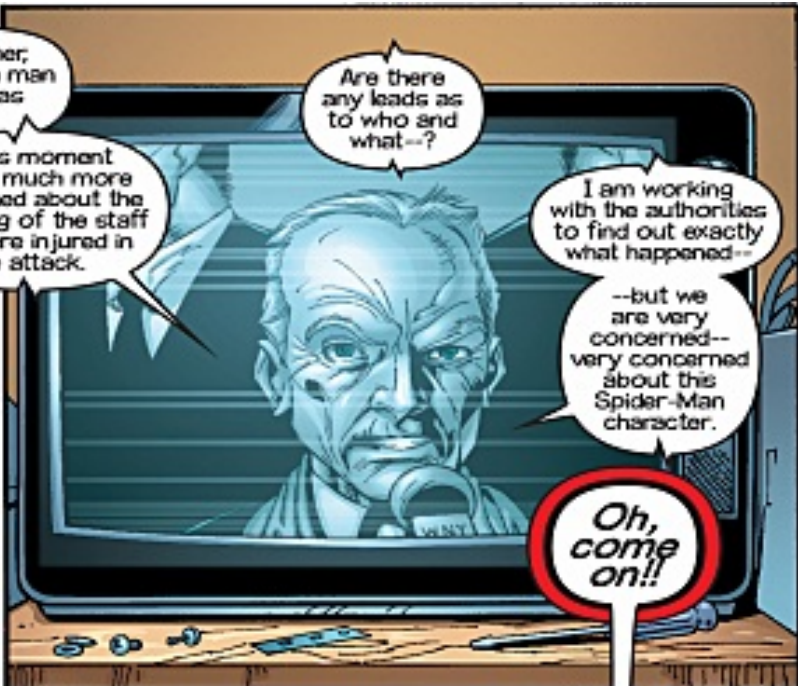


Even *attempted* sabotage. I am sorry we had to find out in such a fashion--

--but we do know that the dome facility is secure and running.

Mr. Hammer reports of a man identified as Otto--

At this moment we are much more concerned about the well-being of the staff that were injured in the attack.

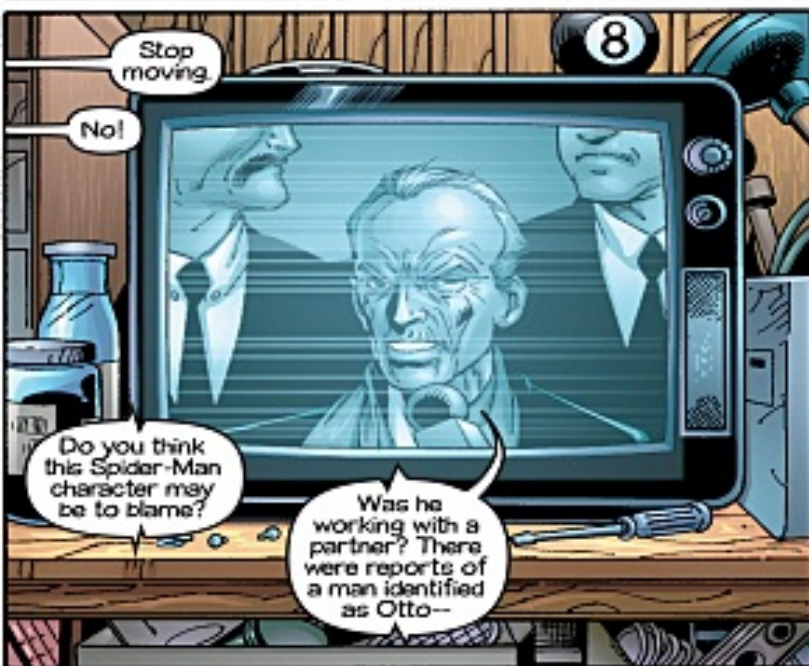


Are there any leads as to who and what--?

I am working with the authorities to find out exactly what happened--

--but we are very concerned--very concerned about this Spider-Man character.

Oh, come on!!

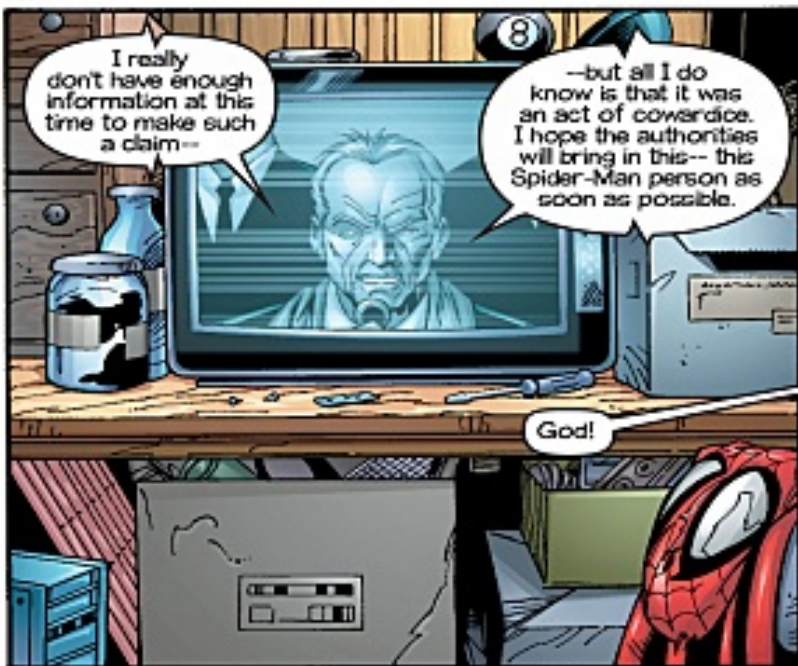


Stop moving

No!

Do you think this Spider-Man character may be to blame?

Was he working with a partner? There were reports of a man identified as Otto--



I really don't have enough information at this time to make such a claim--

--but all I do know is that it was an act of cowardice. I hope the authorities will bring in this-- this Spider-Man person as soon as possible.

God!



Ignore 'em.

Every time, M.J.!!

Every time I put on this costume-- someone does this to me?



Who cares? Forget 'em.

I tried to help!

You *did* help from the sound of it.

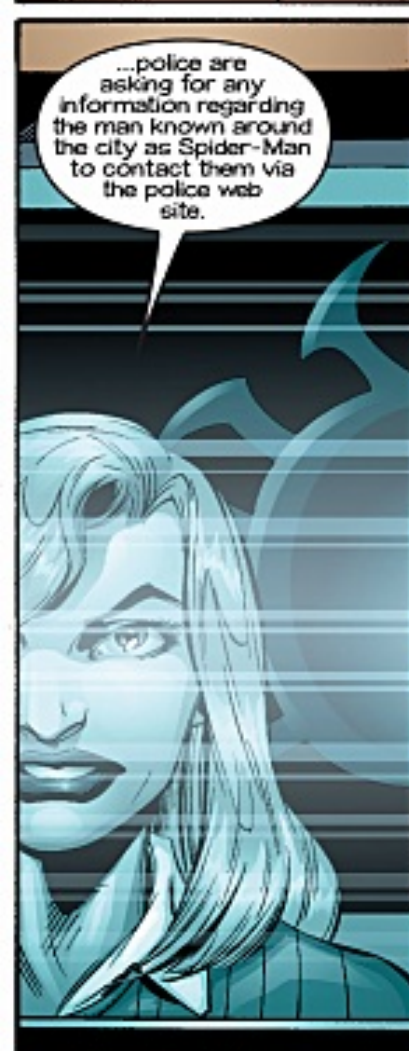
No, I got my butt kicked... again. Ah!

And now-- and now this guy is on TV...









...police are asking for any information regarding the man known around the city as Spider-Man to contact them via the police web site.



And speaking of this Spider-Man-- I don't know about you, Jim--

--but let's hope this Kraven the Hunter teaches that little weasel that you don't mess with New Yorkers.

Hahahaha



Oh, come on!!



You bet, Diane. Hahaha!

And after the break, we're going to meet a man who says the Hulk changed his life--

--but in a good way!

Let's recap,
shall we...

I have a whacked-
out-of-his-mind
doctor guy with
crazy mechanical
arms on the loose.

Who, on a side note, may or
may not eventually remember
that he knows he was there
when I became Spider-Man
and therefore knows my
secret identity.

I got some cheeseball TV show
host who's ready to hunt me
down in the street so he can kill
me for the ratings.

And nobody
thinks this
is a bad idea.

I have the police
looking for me.

I have some weirdo
government agents
with big laser beams
after me.

I have been beat
up so bad I'm
afraid to show
my face in public.

I was chased
underwater by a
S.W.A.T. team.

Shot at.

Accused
of nuclear
terrorism.

And...

...and!!

I lost my costume
in a fight...

Again!!

Maybe it's time to finally admit
I'm not really cut out for this gig.

Maybe I'm just too
young to be doing it.

Maybe it's time to hang
it up before something
really bad happens.

Before I do something
to hurt Mary Jane or--

--or scare
Aunt May...

Peter, I'm
home.

Are
you home,
honey?

I brought
you nuggets!
Are
you home,
Peter?

To Be
Continued!

ULTIMATE

SPIDER-MAN

ISSUE

19

PIECE OF WORK



BENDIS
BAGLEY
THIBERT

MARVEL

(c) 2010 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM



GLUMP!

Idiot.

...Peter?

I'm in the bathroom.

You okay, sweetie?

Uh...
...bad poops.

Oh honey...
What did I tell you
about those street
vendor pretzels?

Uh-- can
we not do
this now?

Can I
get you
anything?

No. I--
I just need to
lie down and be
left alone.

Oh--
Okay. Let
me know if
you need
anything.

I just--
please.

I have
dinner for
you if you
want later.

Okay.

Big time
super hero.





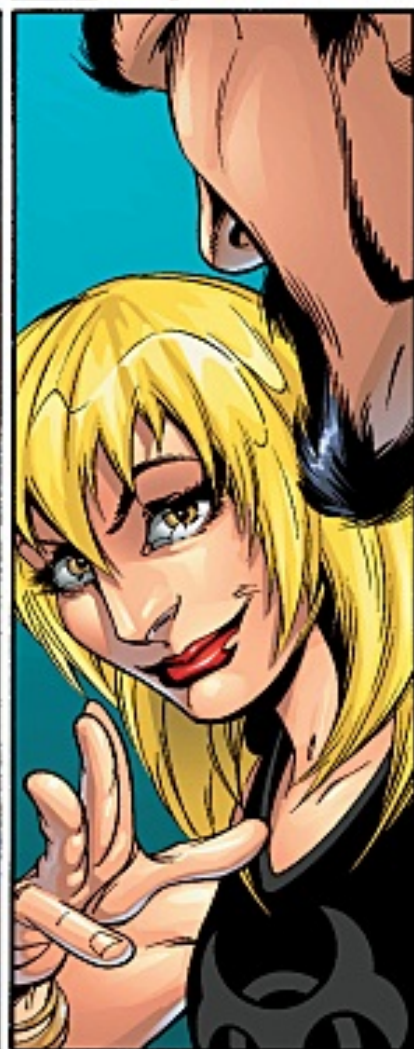
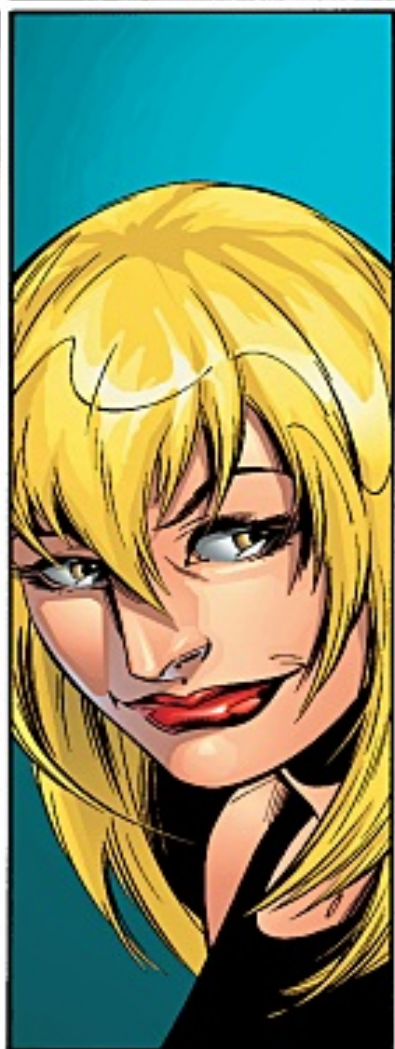


--but now there are some serious allegations flying around about this Spider-Man and...





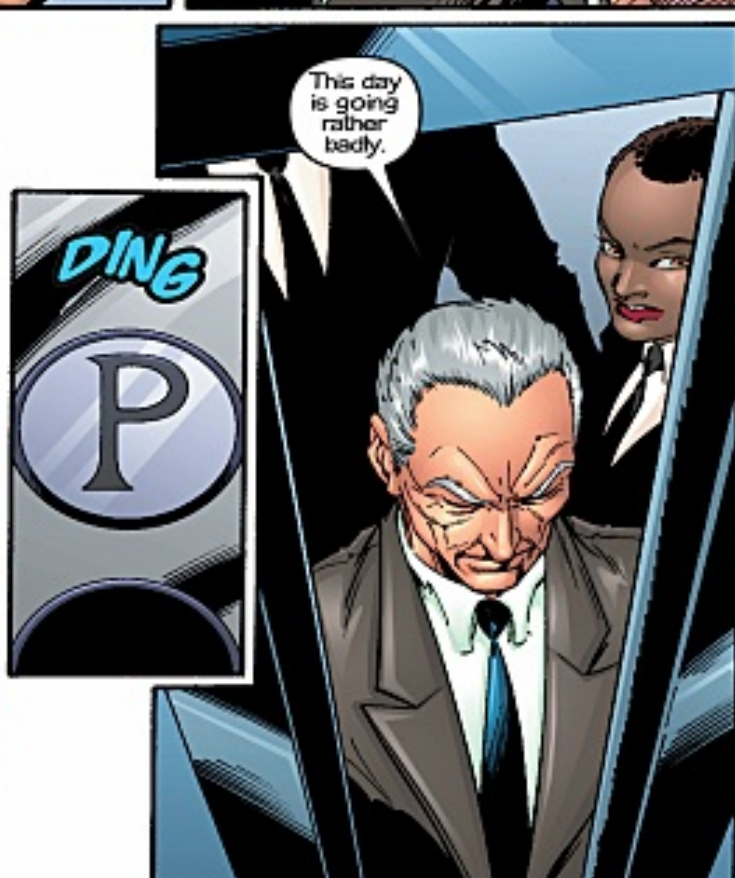




















Wow.
You are exactly what they refer to when they say "some piece of work."



Well, it was worth a shot.

I thought you handled that quite well, sir.

Be quiet.

BOOP



Justin Hammer.

Yes, he's right here.

What?

It's Doctor Skrtic again. He says it's very important.



Was I too subtle with him in the elevator?

Put it on the screen.



FEED SATELLITE 49-11 DR SKRTIC
HAMMER IND MED FACILITIES

Are you tryin' to be the focal point of all my rage, Doctah?

Because if so, it's working.





Aaaaaahhh!!!

Otto,
what-- what
are you
doing?

What
do you think
I'm doing?



W-what do you
want from me, Otto?
I don't even understand
what this is about!

Really?

What's--
what's happened
to you? Why
are you angry
with me?

It's called
"payback."

Payback
for what?

For
what?



For
this!



Otto, listen to me,
I have no idea how you
got this way! I don't know
what happened to you.

I don't know why
you're mad at me. But
you should know me well
enough to know that this
nonsense isn't the way to
get my attention.

You want to say
something to me?
You have a problem
with me? You tell me
to my face.

True.
Fine.

Come
to me
then.

I'll tell
you to your
face.
Let's
make a
deal.

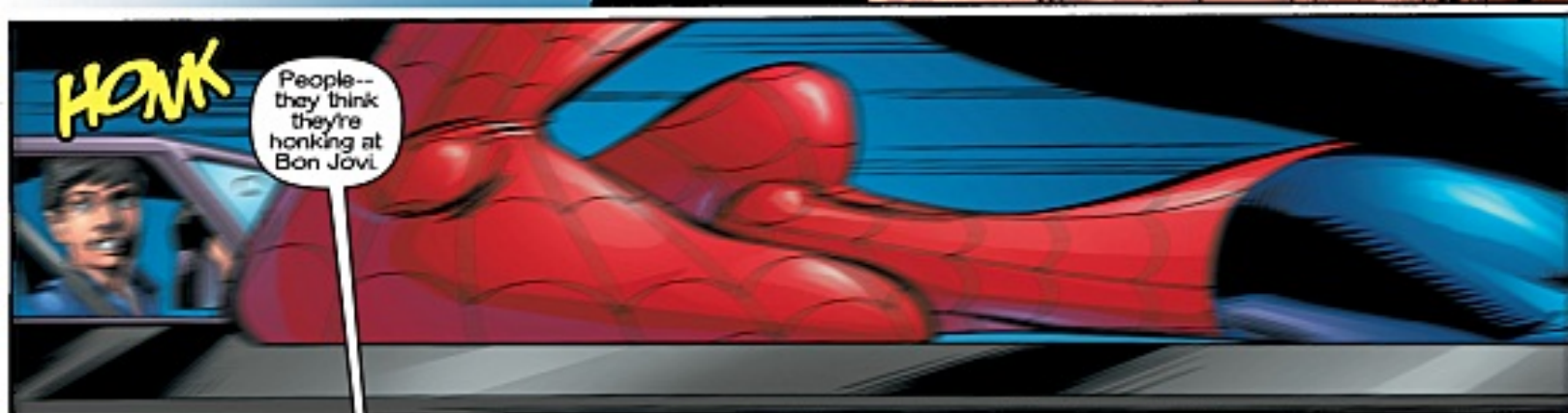
You know,
Otto...

...If you
harm me...

...you get
nothing.

You
know
that.

I do.









And there he is,
ladies and gentlemen
of the press--

--the man
who made me what
I am today--

--the man who
turned my life
into the *horror*
you see before
you.

Any
questions?

**TO BE
CONTINUED**



ULTIMATE SPIDER-MAN

ISSUE
20
LIVE



BENDIS
BAGLEY
THIBERT

MARVEL

(c) 2010 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM

70 YEARS OF MARVEL COMICS

WWW.MARVEL.COM

(c) 2010 Marvel Characters, Inc. All rights reserved.

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.



Okay, you ready?

Hold on...yeah.

Aaaaand...action!



And here we are--the hunt is almost over.



We have just received word from our local affiliate here in New York City that Spider-Man-- Kraven the Hunter's elusive prey-- has been spotted in the wilds of New Jersey.

He was last seen riding on top of a limousine down the Jersey turnpike.



The unidentified limo has reportedly pulled into a factory owned by famous entrepreneur Justin Hammer--

--where a rather odd bloke named Otto Octavius, who has been in the headlines for the last couple of days, has called an impromptu press conference of some kind.

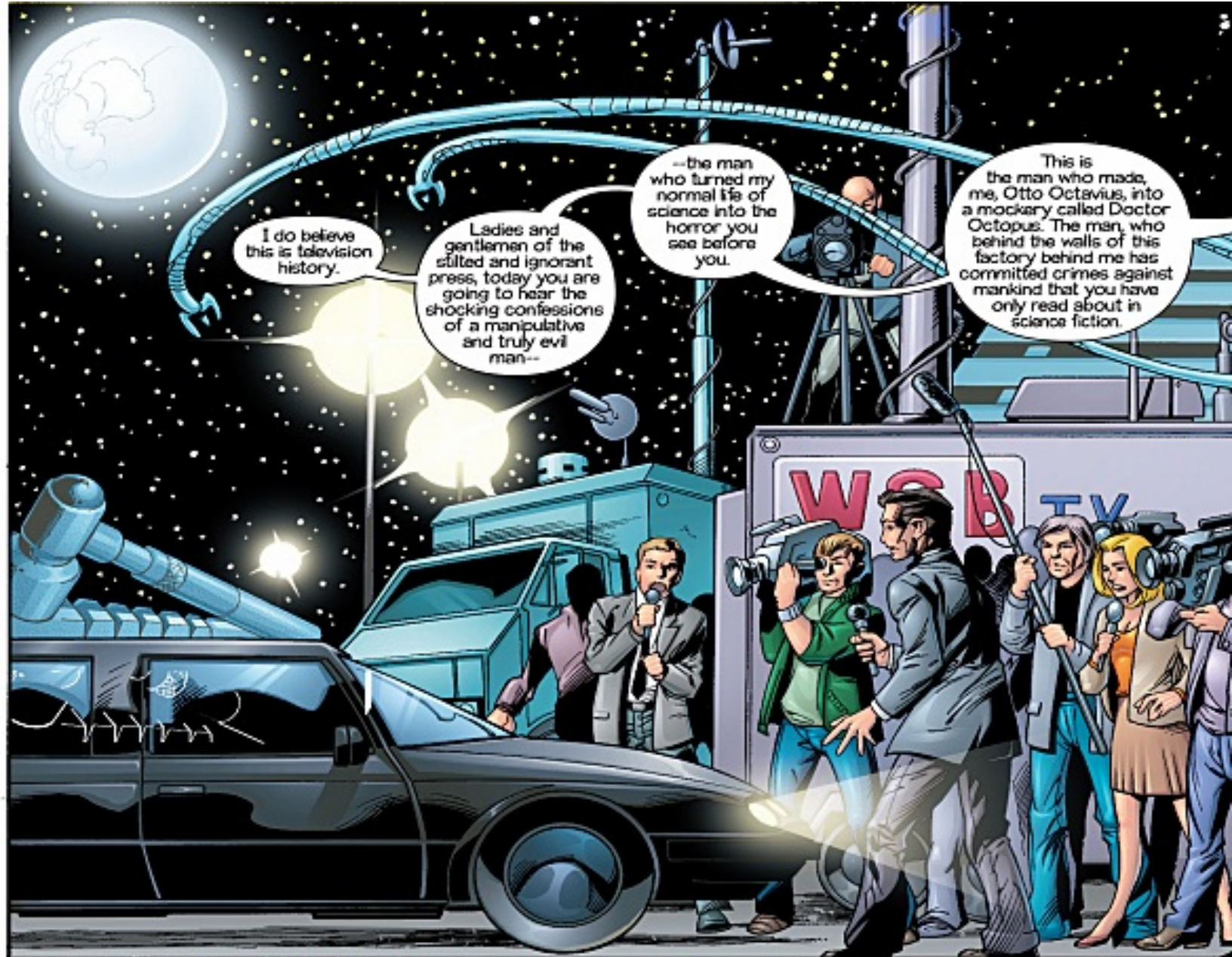


We don't know the story behind this Octavius fellow yet--but as this is a pre-taped broadcast and as the press conference is going on even as we speak--

...by the time you see this broadcast all should be made clear to all of us about just what--

cut!



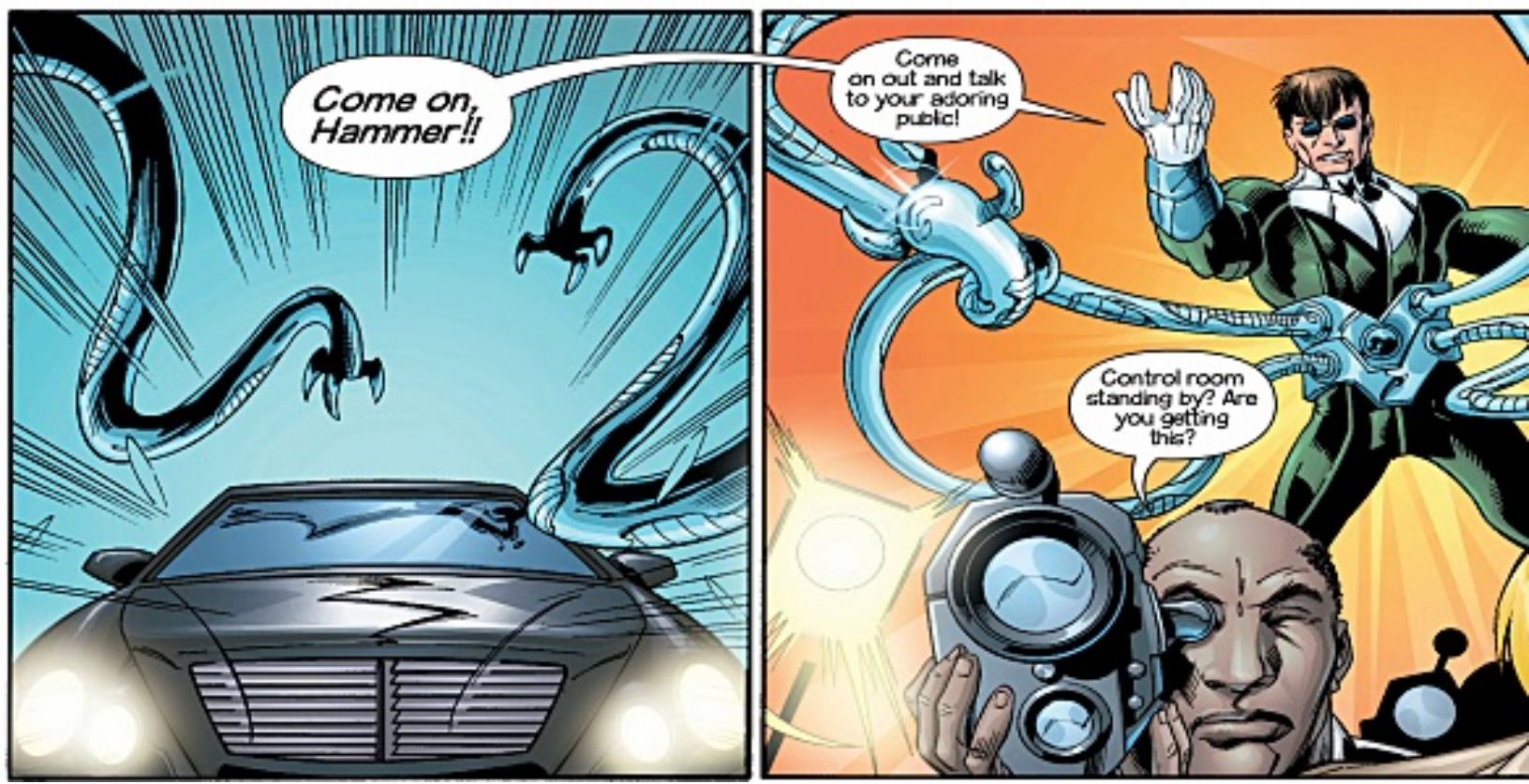


I do believe this is television history.

Ladies and gentlemen of the silted and ignorant press, today you are going to hear the shocking confessions of a manipulative and truly evil man--

--the man who turned my normal life of science into the horror you see before you.

This is the man who made me, Otto Octavius, into a mockery called Doctor Octopus. The man, who behind the walls of this factory behind me has committed crimes against mankind that you have only read about in science fiction.

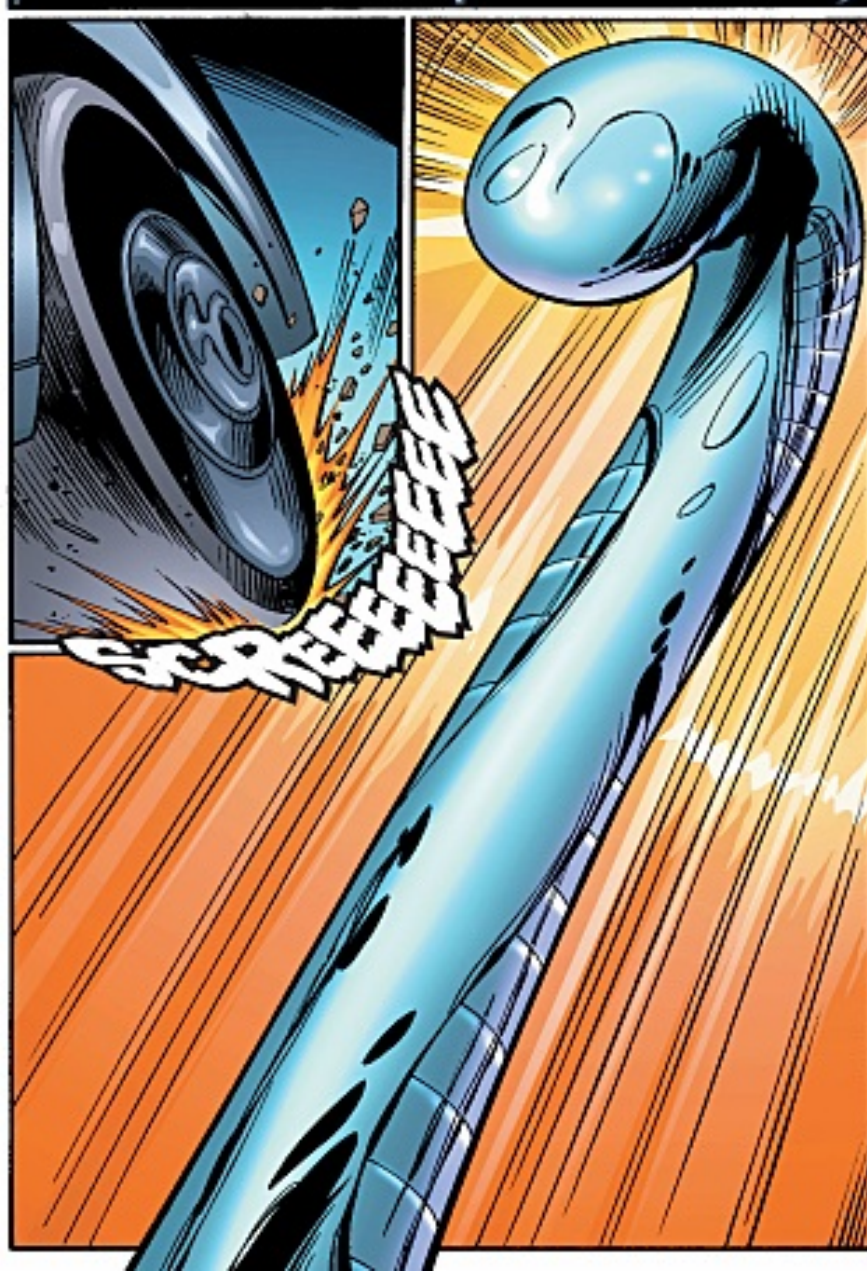


Come on, Hammer!!

Come on out and talk to your adoring public!

Control room standing by? Are you getting this?









AAIIIEEE!!!

AAAGGGYYYY!

AAIIIEEE!!



Tell the station to go live!! Go live now!!







BAM

Well, yikes
and all that,

I didn't
know you
could open
fire, now
did I?

BAM BAM

Another
genetic freak
put together by
Hammer's lunatic
scientists.

SMASH





For those just joining us...

...the scene here in front of Hammer Industries has become a full-out super-hero bottle royale!



Spider-Man has again leapt to the rescue of Justin Hammer and this crowd of gathered reporters.



I cannot think of another time when the press had a front seat for such an amazing display like this.



Spider-Man's efforts are seemingly without any concern for his own well-being.

He is blocking Octavius's strikes at every turn—



—and by the looks of it, Spider-Man is trying to keep him away from the reporters and camera men who have stayed to witness this amazing event.



An event where so many questions are still unanswered.

Why has Otto Octavius called the press to this location? What is his agenda with Justin Hammer?

Should we cancel? Turn around?

Yeah, right. With a live news broadcast underway? Are you kidding me?

Does he blame Hammer for his amazing situation?

Wow, they broke into Leno.

Good, he stinks.

And what exactly is Spider-Man's connection to all of this?

Why is Spider-Man risking his own life to spare the life of Hammer—who has been so hostile to him in the press?

Oh, my god...

All good questions.

And all questions for which we will stay on the air until they are—oh hold on.

We're going to have to—

—oh! Something is happening.

Spider-Man seems to be at a loss and—





So--uh--hey,
ugmhh--where'd--
uh all--these little
new gadgets and
doodads come
from?

The Sharper
Image catalogue for
megalomaniacs?



These are
new adjustments,
adjustments *I*
made.



I am my *own*
creation! I am
in control of my
own destiny!



Good for you--
I, on the other hand,
am barely in control
of my own bladder
at this point.













ISSUE

21

HUNTED

ULTIMATE

SPIDER-MAN®



BENDIS
BAGLEY
THIBERT

MARVEL®

[c] 2010 Marvel Characters, Inc. All rights reserved WWW.MARVEL.COM



70 YEARS OF MARVEL COMICS



WWW.MARVEL.COM

(c) 2010 Marvel Characters, Inc. All rights reserved.

(c) 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.



Our time has come insect.

Our battle is now.



Uh huh. Whatever.

Actually why don't you and your little buddies help me get this girl out of the car because I think she's in shock or something.



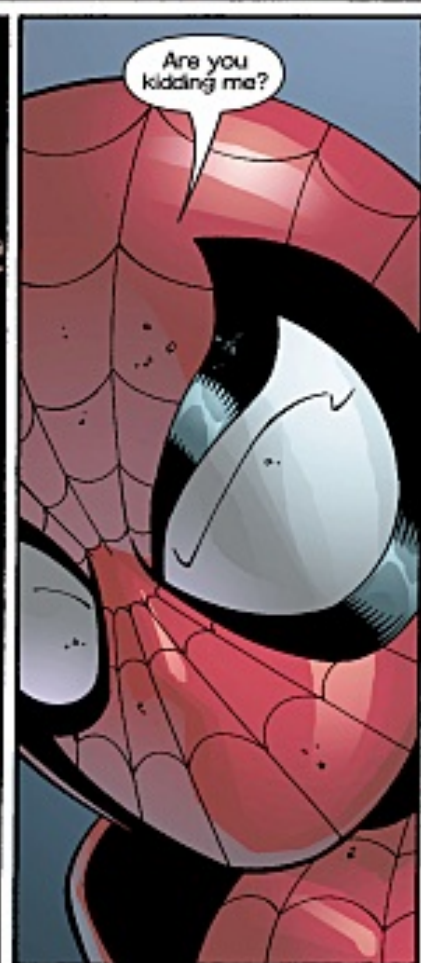
Are you okay? Is he okay?

I -- I think he's dead.

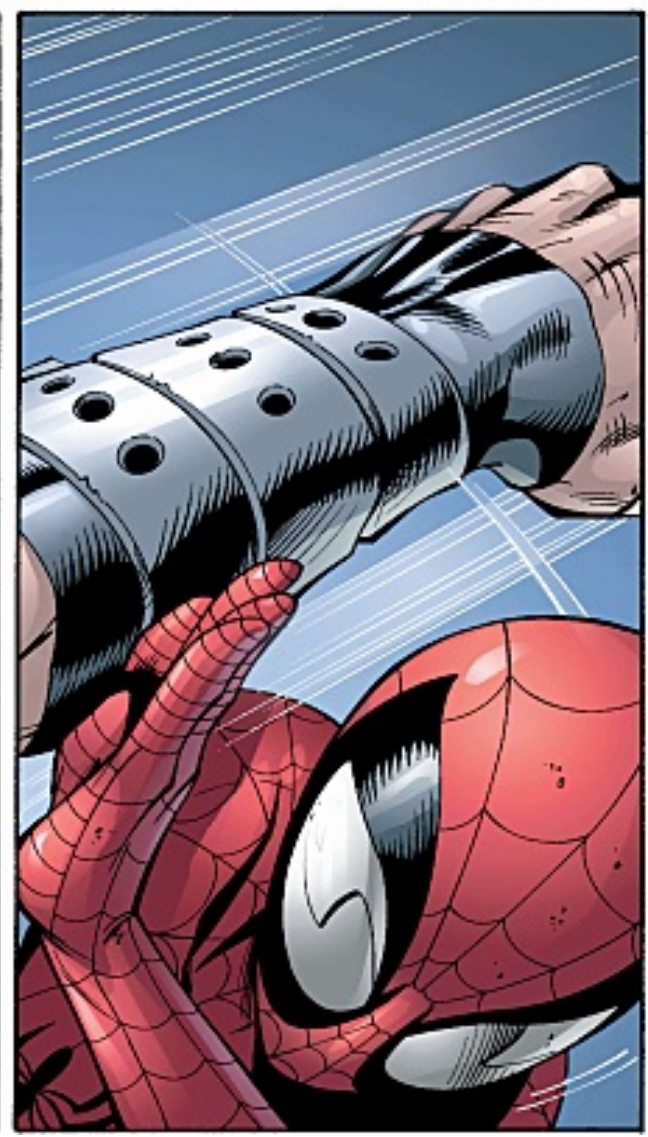


Oh man...

I think he had a heart attack. He's -- he's dead!!













Thank you--
thank you for
saving me.

It's--
uh--

Thank
you...

It's
okay. It's
okay.



Tell me
you got it.

Sssh...



CLAP

CLAP CLAP



CLAP

CLAP

CLAP



CLAP

CLAP

CLAP

CLAP



CLAP

CLAP

CLAP

CLAP

CLAP

CLAP

CLAP

CLAP

CLAP



Uh -- okay.
Yeah -- uh --
thanks.

That --
that was
amazing.

Did you
know Justin
Hammer?

No.

Anybody
headed back towards
Manhattan? I kinda
need a ride.

Uh --
not really, two
people died.

But he
trashed you in
the press -- he
tried to blame
you for all
this --

Well, yeah --
but that has nothing
to do with this. It's sad
when someone dies for
no good reason
like that.



Wait, can we ask you some questions?

No.

No?

I'd rather not.

But what you did here was amazing. You -- you saved all of us from what was surely --

Well, be sure to return the favor by calling me a mutant freak or blaming this whole thing on me or something.



Well, it's just that no one knows anything about you--

Maybe -- maybe if you talked with us for a second.

We are live on the air right now.



We are?



We have been this entire time.

The Otto Octavius fight, this Kraven business, it all went out live.

But everyone wants to know -- who are you?



Well --

-- I'm from a planet many galaxies far, far, far away from here where people and spiders mate and live in harmony.



What?

I'm just joking.

I'm just, like, this guy --

--and I fell backwards into some powers --

And I'm trying to do what I can so that people like that don't try to hurt people like you.



But why wear a mask?











Seriously?

Wow.
Yeah -- I --
I was waiting
on a train
and --

Where
were you?

At the --
you know -- at the
Daily Bugle.



Really?
Because I called
over there and they
said you hadn't
come in all
week.



What?



Where
were you?



No -- I --
was there --
'course I was
there.

They --
they're all kinds
of people down at
the Bugle. They
all don't know
me.

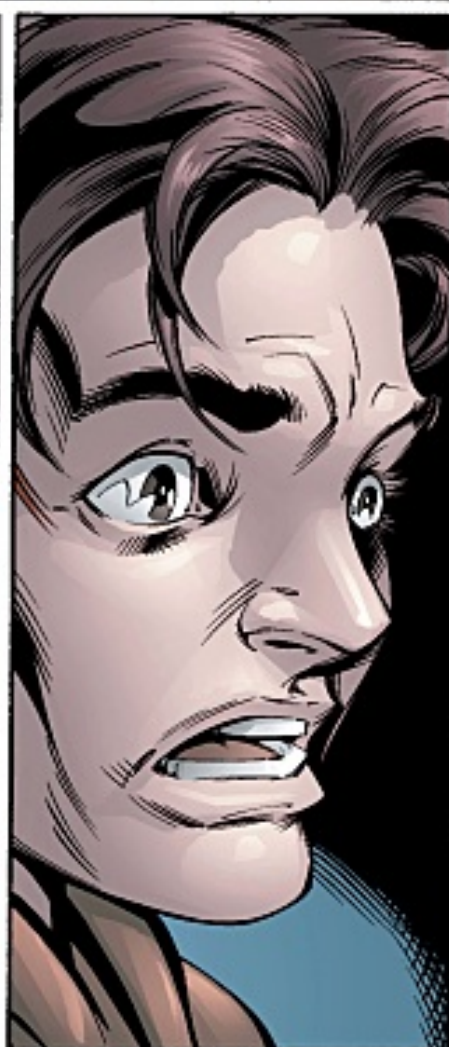
They --
a lot of people
think I'm just
"The Kid."

They
probably had
me mistaken with
somebody else.
Yeah...



Is this a
bruise?

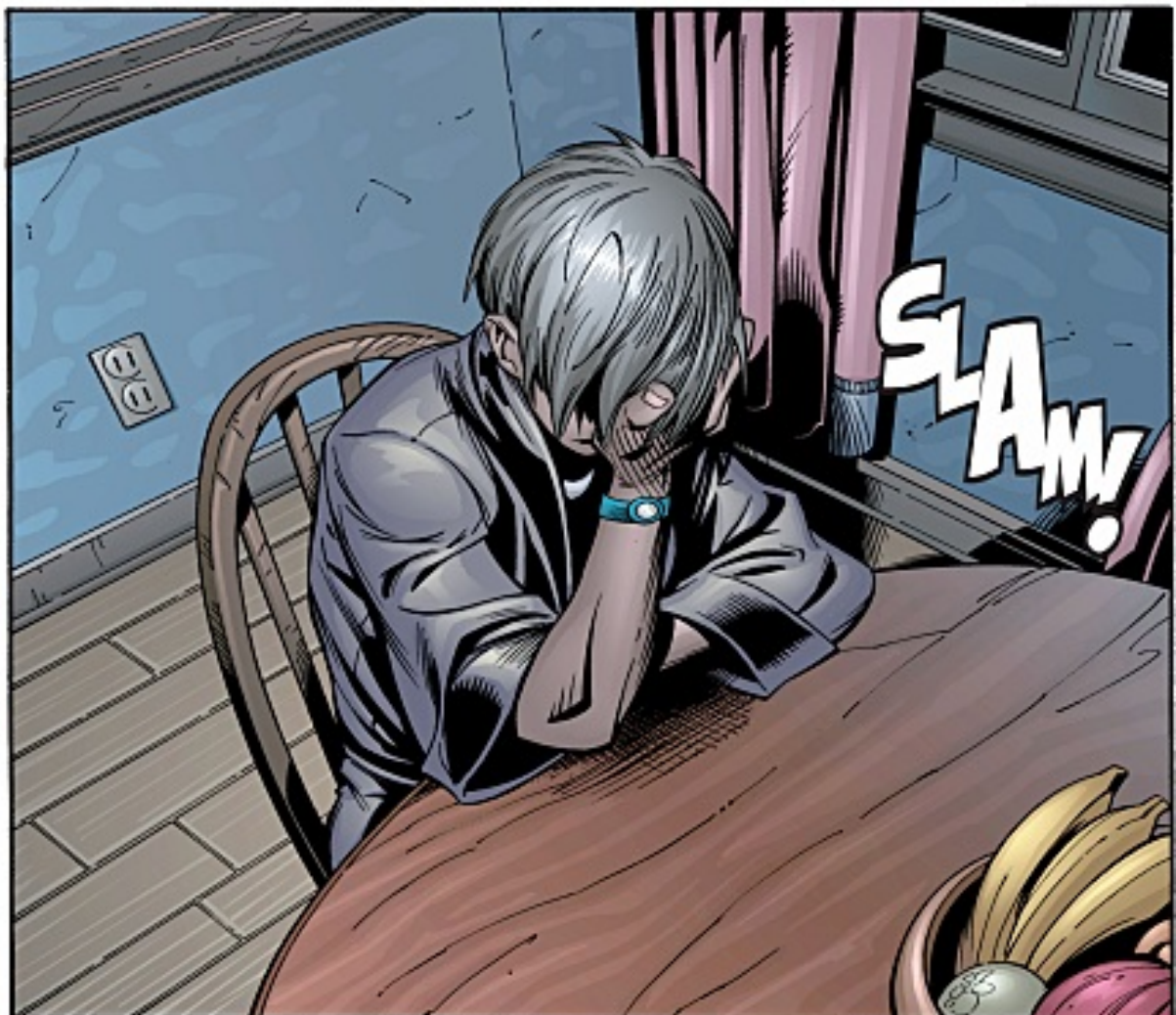


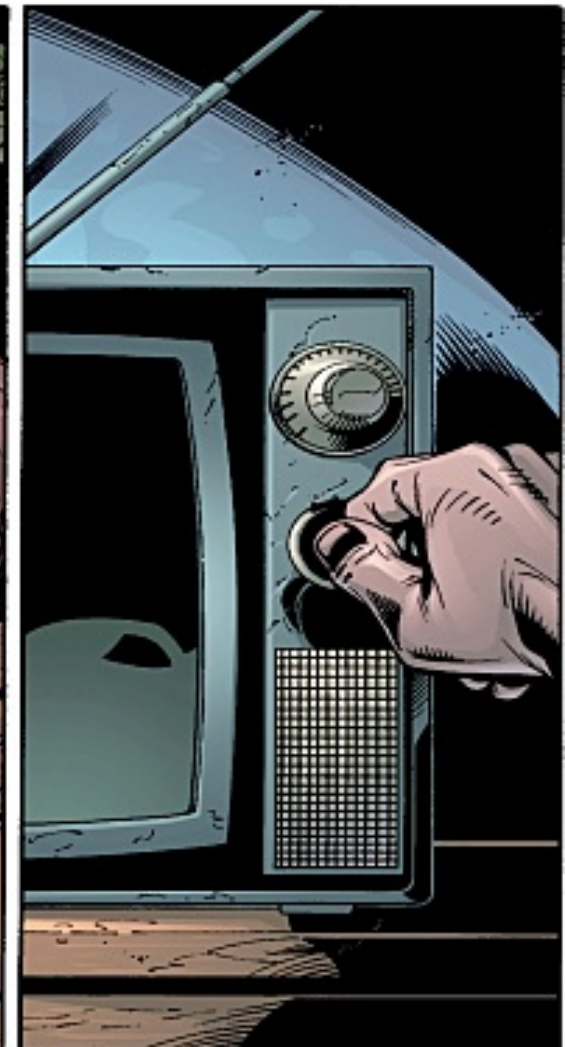






Now get
out of my sight
until you can
figure out how
to tell the
truth.





...are we back on the -- okay. Uh, if you can hear me, Tom...

This was an amazing night here at Hammer Industries. Justin Hammer dead of a heart attack at age sixty-seven.

Spider-Man selflessly battling odds obviously not in his favor against both Otto Octavius and syndicated television personality Kraven the Hunter.

We'll be staying with this story until we get more answers as to what events shaped this fateful night in the ...

Finally... big time super hero...

Kraven the Hunter is under arrest. Otto Octavius in government custody.

And Spider-Man giving the press the first look into what makes him tick.

...and I'm grounded.



Spiderzss...

...Spider man powers of a --

Spider- Man...

So what do you think?

I think I want what he's having.



I think when Fury gets back from wherever he is, he is going to rip us a new one.

At least we got Octavius back in custody.

On live television.

Sort of defeats the purpose of a covert operation.



But we confiscated Hammer's Jersey plant.

True.

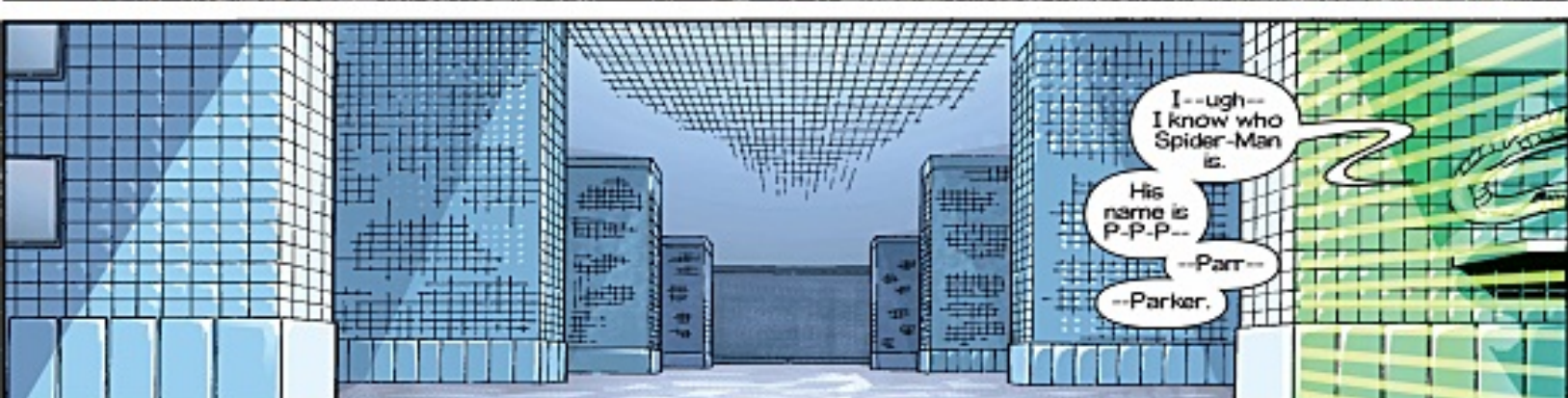
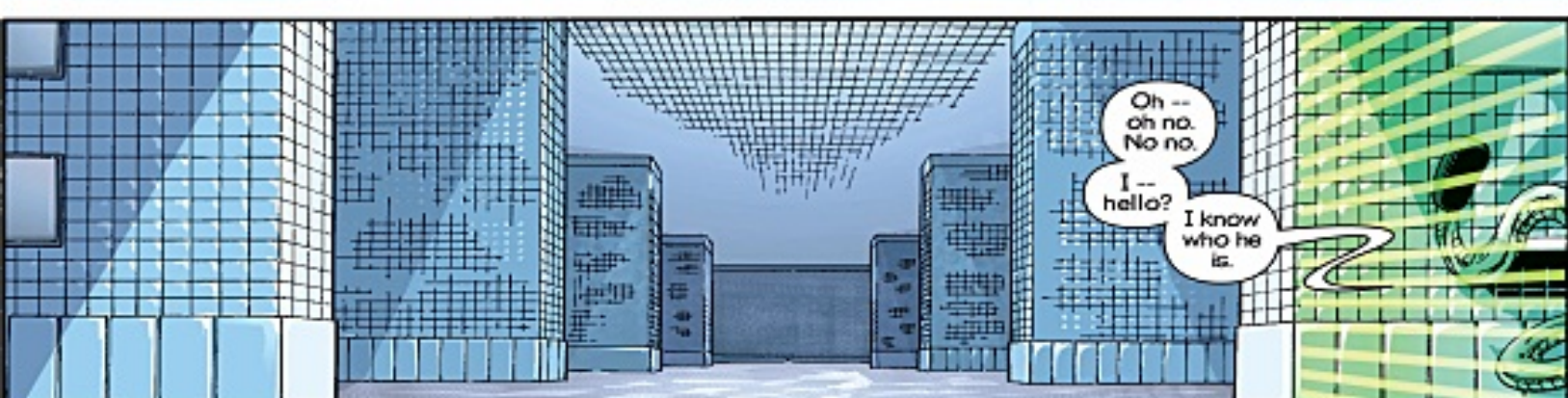
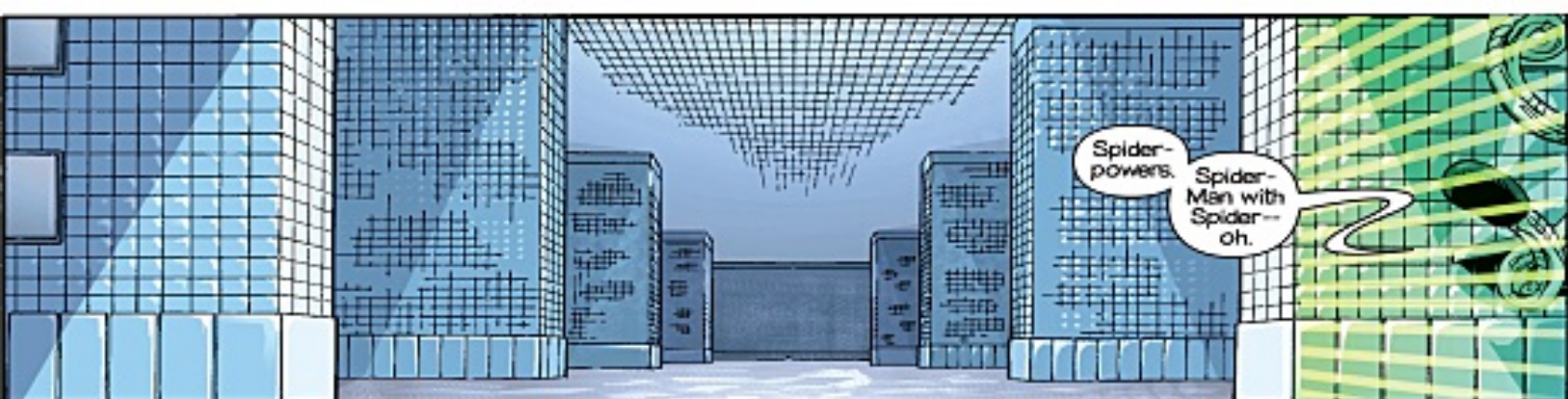
All the illegal genetic experiments he was funding have been stopped. He's out of the picture for good.

True.

We've done worse.



No, we haven't.



His
name is
Parker.

NEXT ISSUE:
THE RETURN OF THE
GREEN GOBLIN!

FOR A LISTING OF MORE MARVEL COLLECTIONS, DOWNLOAD



Go to your local comic shop to pick up these great collections!
And stay tuned to the Marvel App for more amazing collection releases.
To find a comic shop near you visit www.comicshoplocator.com